

# BONSO ELECTRONICS INTERNATIONAL INC

## FORM 20-F

(Annual and Transition Report (foreign private issuer))

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 20-F

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Fiscal Year Ended March 31, 2013  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-17601

**BONSO ELECTRONICS INTERNATIONAL INC.**  
(Exact name of Registrant as specified in its charter)

**British Virgin Islands**  
(Jurisdiction of incorporation or organization)

**Unit 1404, 14/F, Cheuk Nang Centre,  
9 Hillwood Road, Tsimshatsui  
Kowloon, Hong Kong**  
(Address of principal executive offices)

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**Unit 1404, 14/F, Cheuk Nang Centre,  
9 Hillwood Road, Tsimshatsui  
Kowloon, Hong Kong**

(Name, Telephone, email and/or fax number and address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act: **None.**

Securities registered pursuant to Section 12(g) of the Act:

**COMMON STOCK, PAR VALUE \$.003**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

5,577,639 shares of common stock, \$0.003 par value, at March 31, 2013 (including 330,736 shares that are held in treasury)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933.

Yes  No

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If the report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15D of the Securities Exchange Act of 1934.

Yes [ ] No [X]

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [X]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large Accelerated Filer [ ]

Accelerated Filer [ ]

Non-accelerated filer [X]

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP [X]

International Financial Reporting Standards as issued by the International Accounting Standards Board [ ]

Other [ ]

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 [ ] Item 18 [ ]

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes [ ] No [X]



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## **FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 20-F contains forward-looking statements. A forward-looking statement is a projection about a future event or result, and whether the statement comes true is subject to many risks and uncertainties. These statements often can be identified by the use of terms such as “may,” “will,” “expect,” “believe,” “anticipate,” “estimate,” “approximate” or “continue,” or the negative thereof. The actual results or activities of the Company will likely differ from projected results or activities of the Company as described in this Annual Report, and such differences could be material.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results and performance of the Company to be different from any future results, performance and achievements expressed or implied by these statements. In other words, our performance might be quite different from what the forward-looking statements imply. You should review carefully all information included in this Annual Report.

You should rely only on the forward-looking statements that reflect management's view as of the date of this Annual Report. We undertake no obligation to publicly revise or update these forward-looking statements to reflect subsequent events or circumstances. You should also carefully review the risk factors described in other documents we file from time to time with the Securities and Exchange Commission (the “SEC”). The Private Securities Reform Act of 1995 contains a safe harbor for forward-looking statements on which the Company relies in making such disclosures. In connection with the “safe harbor,” we are hereby identifying important factors that could cause actual results to differ materially from those contained in any forward-looking statements made by us or on our behalf. Factors that might cause such a difference include, but are not limited to, those discussed in the section entitled “Risk Factors” under Item 3. - Key Information.

## **FINANCIAL STATEMENTS AND CURRENCY PRESENTATION**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and publish our financial statements in United States Dollars.

## **REFERENCES**

In this Annual Report, “China” refers to all parts of the People's Republic of China other than the Special Administrative Region of Hong Kong. The terms “Bonso,” “we,” “our,” “us,” “The Group” and the “Company” refer to Bonso Electronics International Inc. and, where the context so requires or suggests, our direct and indirect subsidiaries. References to “dollars,” “U.S. Dollars” or “US\$” are to United States Dollars, “HK\$” are to Hong Kong Dollars, “Euros” or “euro” are to the European Monetary Union's Currency, and “RMB” are to Chinese Renminbi.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisors

Not Applicable to Bonso.

### Item 2. Offer Statistics and Expected Timetable

Not Applicable to Bonso.

### Item 3. Key Information

#### A. *Selected Financial Data.*

The selected consolidated financial data as of March 31, 2012 and 2013 and for each of the three fiscal years ended March 31, 2013 are derived from the Audited Consolidated Financial Statements and notes which appear elsewhere in this Annual Report.

The Financial Statements are prepared in accordance with generally accepted accounting principles in the United States of America and expressed in United States Dollars. The selected consolidated financial data set forth below as of March 31, 2009, 2010 and 2011, and for each of the two fiscal years in the period ended March 31, 2010, have been derived from our audited consolidated financial statements that are not included in this Annual Report. The selected consolidated financial data is qualified in their entirety by reference to, and should be read in conjunction with, the Consolidated Financial Statements and related notes included in the F pages of this Annual Report and Item 5. – “Operating and Financial Review and Prospects” included in this Annual Report.

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**Statement of Operations Data**

(in 000's US\$ except for shares and per share data)

	Year Ended March 31,				
	2009 <sup>(1)(2)(3)</sup>	2010 <sup>(1)(2)</sup>	2011 <sup>(1)(2)</sup>	2012 <sup>(1)(2)</sup>	2013 <sup>(1)(2)</sup>
	\$	\$	\$	\$	\$
Net sales	40,378	28,543	28,387	26,682	30,386
Cost of sales	(34,707)	(23,693)	(24,760)	(22,782)	(25,263)
Gross margin	5,671	4,850	3,627	3,900	5,123
Selling expenses	(649)	(375)	(249)	(267)	(268)
Salaries and related costs	(3,777)	(2,539)	(2,716)	(2,526)	(2,627)
Research and development expenses	(792)	(580)	(334)	(312)	(396)
Administration and general expenses	(4,602)	(2,011)	(1,959)	(2,492)	(2,402)
Gain from liquidation of subsidiary	—	—	—	1,448	—
Loss from operations	(4,149)	(655)	(1,631)	(249)	(570)
Interest income	127	103	6	7	7
Interest expenses	(209)	(69)	(56)	(87)	(68)
Foreign exchange loss	(279)	(522)	(130)	(703)	(261)
Gain on disposal of property	162	—	155	—	—
Gain on disposal of intangible assets	—	—	41	—	—
Other income	707	620	184	132	167
Loss before income taxes and minority interest	(3,641)	(523)	(1,431)	(900)	(725)
Income tax (expense) benefit	(208)	(9)	—	(2)	(29)
Loss from continuing operations	(3,849)	(532)	(1,431)	(902)	(754)
Loss from discontinued operations	(3,735)	(126)	(129)	—	—
Net loss	(7,584)	(658)	(1,560)	(902)	(754)
Loss per share					
- Continuing operations	(\$0.73)	(\$0.10)	(\$0.27)	(\$0.17)	(\$0.14)
- Discontinued operations	(\$0.72)	(\$0.03)	(\$0.02)	(\$0.00)	(\$0.00)
- Total	(\$1.45)	(\$0.13)	(\$0.29)	(\$0.17)	(\$0.14)
Weighted average shares	5,246,903	5,246,903	5,246,903	5,246,903	5,246,903
Diluted weighted average shares	5,246,903	5,246,903	5,246,903	5,246,903	5,246,903

(1) The diluted net loss per share was the same as the basic net loss per share as all potential ordinary shares, including the stock options, are anti-dilutive and therefore excluded from the computation of diluted net loss per share.

(2) The statement of operations presents continuing and discontinued operations in conjunction with the Consolidated Financial Statements.

(3) The statement of operations for fiscal year ended March 31, 2009 was restated in conjunction with the Consolidated Financial Statements.

**Balance Sheet Data**

(in 000's US\$ except for shares and per share data)

	March 31,				
	2009 <sup>(1)</sup>	2010 <sup>(1)</sup>	2011 <sup>(1)</sup>	2012 <sup>(1)</sup>	2013 <sup>(1)</sup>
	\$	\$	\$	\$	\$
Cash and cash equivalents	8,044	8,085	5,407	3,014	2,154
Working capital of continuing operations	11,244	10,538	7,933	2,914	292
Total assets of continuing operations	25,620	23,489	21,807	23,168	27,123
Total assets of discontinued operations	3,819	200	5	—	—
Total assets	29,439	23,689	21,812	23,168	27,123
Current liabilities of continuing operations	6,993	6,789	6,285	9,293	13,942
Long-term debts and capital leases	52	—	—	—	—
Deferred income tax assets	—	—	—	—	—
Total liabilities of continuing operations	9,654	9,403	8,899	11,890	16,537
Total liabilities of discontinued operations	5,787	1,098	1,086	—	—
Common stock	17	17	17	17	17
Shareholders' equity	13,998	13,188	11,827	11,278	10,586
Dividends declared per share	—	—	—	—	—

(1) The selected financial data for balance sheets presents continuing and discontinued operations in conjunction with the Consolidated Financial Statements.

**Risk Factors**

You should carefully consider the following risks, together with all other information included in this Annual Report. The realization of any of the risks described below could have a material adverse effect on our business, results of operations and future prospects.

**Political, Legal, Economic and Other Uncertainties of Operations in China and Hong Kong**

*We Could Face Increased Currency Risks If China Does Not Maintain The Stability Of The Hong Kong Dollar or the Chinese Renminbi.* The Hong Kong Dollar and the United States Dollar have been fixed at approximately 7.80 Hong Kong Dollars to 1.00 U.S. Dollar since 1983. The market exchange rate has not deviated materially from the level of HK\$7.80 to US\$1.00 since the peg was first established. However, in May 2005, the Hong Kong Monetary Authority broadened the trading band from the original rate of HK\$7.80 per U.S. dollar to a rate range of HK\$7.75 to HK\$7.85 per U.S. dollar. The Hong Kong government has stated its intention to maintain the link at that rate. From 1994 until July 2005, the Chinese Renminbi had remained stable against the U.S. Dollar at approximately 8.28 to 1.00 U.S. Dollar. On July 21, 2005, the Chinese currency regime was altered to link the RMB to a "basket of currencies," which includes the U.S. Dollar, Euro, Japanese Yen and Korean Won. Under the rules, the RMB is allowed to move 0.3% on a daily basis against the U.S. Dollar. The People's Bank of China, on May 21 2007, widened the RMB trading band from 0.3% daily movement against the U.S. Dollar to 0.5%. Following the removal of the U.S. Dollar peg, the RMB appreciated more than 20% against the U.S. Dollar over the following three years. Since July 2008, however, the RMB has traded within a narrow range against the U.S. Dollar. As a consequence, the RMB has fluctuated significantly since July 2008 against other freely traded currencies, in tandem with the U.S. Dollar. On June 20, 2010, the People's Bank of China ("PBOC") announced that the government of the People's Republic of China ("PRC") would further reform the RMB exchange rate regime and increase the flexibility of the exchange rate. It is difficult to predict how this new policy may impact the RMB exchange rate. As of July 15, 2013, the RMB was valued at 6.17 per U.S. Dollar. Any significant revaluation of the RMB may materially and adversely affect our cash flows, revenues, earnings and financial position and the value of our common shares and any dividends payable to our common shareholders in U.S. Dollars. In addition, the Chinese government continues to receive significant international pressure to further liberalize its currency policy and as a result may further change its currency policy. The Chinese government in the past has expressed its intention in the Basic Law of the PRC to maintain the stability of the Hong Kong currency after the sovereignty of Hong Kong was transferred to China in July 1997. However, there can be no assurance that the Hong Kong Dollar will remain pegged against the U.S. Dollar or that the Chinese Renminbi will not be allowed to fluctuate more than 0.5% on a daily basis. If the current exchange rate mechanism is changed, we shall face increased currency risks, which could have a material adverse effect upon the Company.

*We Face Significant Risks If The Chinese Government Changes Its Policies, Laws, Regulations, Or Tax Structure Or Its Current Interpretations Of Its Laws, Rules And Regulations Relating To Our Operations In China.* Our manufacturing facility and the new manufacturing facility we are developing in Xinxing are located in China. As a result, our operations and assets are subject to significant political, economic, legal and other uncertainties. Changes in policies by the Chinese government resulting in changes in laws or regulations or the interpretation of laws or regulations, confiscatory taxation, changes in employment restrictions, restrictions on imports and sources of supply, import duties, corruption, currency revaluation or the expropriation of private enterprise could materially and adversely affect us. Over the past several years, the Chinese government has pursued economic reform policies, including the encouragement of private economic activity and greater economic decentralization. If the Chinese government does not continue to pursue its present policies that encourage foreign investment and operations in China, or if these policies are either not successful or are significantly altered, then our business operations in China could be adversely affected. We could even be subject to the risk of nationalization, which could result in the total loss of investment in that country. Following the Chinese government's policy of privatizing many state-owned enterprises, the Chinese government has attempted to augment its revenues through increased tax collection. Continued efforts to increase tax revenues could result in increased taxation expenses being incurred by us. Economic development may be limited as well by the imposition of austerity measures intended to reduce inflation, the inadequate development of infrastructure and the potential unavailability of adequate power and water supplies, transportation and communications. If for any reason we were required to move our manufacturing operations outside of China, our profitability would be substantially impaired, our competitiveness and market position would be materially jeopardized and we might have to discontinue our operations.

*Continuing Economic Weakness May Adversely Affect Our Earnings, Liquidity And Financial Position.* The Company's business has been challenging recently as a consequence of adverse worldwide economic conditions. In particular, there has been an erosion of global consumer confidence from concerns over declining asset values, price instability, geopolitical issues, the availability and cost of credit, rising unemployment and the stability and solvency of financial institutions, financial markets, businesses and sovereign nations. These concerns slowed global economic growth and resulted in recessions in many countries, including in the U.S., Europe and certain countries in Asia. The global economic weakness has negatively impacted our operating results since 2008. Overall, the economic outlook is uncertain as a result of concerns about the general global economy, the decreased rate of growth in China and the European Union. Recessionary conditions may return. If negative economic conditions return, a number of material adverse effects on our business could occur and could have a negative impact upon our results of operations. Further, slower overall growth of the Chinese economy may have a material adverse effect upon the Company and its results of operations.

*The Economy Of China Has Been Experiencing Significant Growth, Leading To Some Inflation and Increased Labor Costs.* The economy in China has grown significantly over the past 20 years, which has resulted in inflation and an increase in the average cost of labor, especially in the coastal cities. China's consumer price index, the broadest measure of inflation, rose 2.7% in June 2013 from the level in June 2012. China's overall economy and the average wage in the PRC are expected to continue to grow. Continuing inflation and material increases in the cost of labor in China could diminish our competitive advantage. If the government tries to control inflation, it may have an adverse effect on the business climate and growth of private enterprise in the PRC. An economic slowdown may reduce our revenues. If inflation is allowed to proceed unchecked, our costs would likely increase, and there can be no assurance that we would be able to increase our prices to an extent that would offset the increase in our expenses.

*Changes To PRC Tax Laws And Heightened Efforts By China's Tax Authorities To Increase Revenues Are Expected To Subject Us To Greater Taxes.* Under PRC law before 2008, we were afforded a number of tax concessions by, and tax refunds from, China's tax authorities on a substantial portion of our operations in China by reinvesting all or part of the profits attributable to our PRC manufacturing operations. However, on March 16, 2007, the Chinese government enacted a unified enterprise income tax law, or "EIT," which became effective on January 1, 2008. Prior to the EIT, as a foreign invested enterprise, or "FIE," located in Shenzhen of the PRC, our PRC subsidiaries enjoyed a national income tax rate of 15% and were exempted from the 3% local income tax. The preferential tax treatment to our subsidiaries in the PRC of qualifying for tax refunds as a result of reinvesting their profits earned in previous years in the PRC also expired on January 1, 2008. Under the EIT, apart from those qualified as high-tech enterprises, most domestic enterprises and FIEs will be subject to a single PRC enterprise income tax rate of 25%. We base our tax position upon the anticipated nature and conduct of our business and upon our understanding of the tax laws of the various administrative regions and countries in which we have assets or conduct activities. However, our tax position is subject to review and possible challenge by taxing authorities and to possible changes in law, which may have retroactive effect. We cannot determine in advance the extent to which some jurisdictions may require us to pay taxes or make payments in lieu of taxes.

*We Face Risks By Operating In China, Because The Chinese Legal System Relating To Foreign Investment And Foreign Operations Such As Bonso's Is Evolving And The Application Of Chinese Laws Is Uncertain.* The legal system of China relating to foreign investments is continually evolving, and there can be no certainty as to the application of its laws and regulations in particular instances. The Chinese legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases have little precedential value. In 1979, the Chinese government began to promulgate a comprehensive system of laws and regulations governing economic matters in general. Legislation over the past 30 years has significantly enhanced the protections afforded to various forms of foreign investment in China. Enforcement of existing laws or agreements may be sporadic and implementation and interpretation of laws inconsistent. The Chinese judiciary is relatively inexperienced in enforcing the laws that exist, leading to a higher than usual degree of uncertainty as to the outcome of any litigation. Even where adequate law exists in China, it may not be possible to obtain swift and equitable enforcement of that law. Further, various disputes may be subject to the exercise of considerable discretion by agencies of the Chinese government, and forces and factors unrelated to the legal merits of a particular matter or dispute may influence their determination. Continued uncertainty relating to the laws in China and the application of the laws could have a material adverse effect upon us and our operations in China.

*We Could Be Adversely Affected If China Changes Its Economic Policies In The Shenzhen Special Economic Zone Where We Operate.* In August 1980, the Chinese government passed “Regulations for The Special Economy Zone of Guangdong Province” and officially designated a portion of Shenzhen as The Shenzhen Special Economy Zone. Foreign enterprises in these areas benefit from greater economic autonomy and special tax incentives than enterprises in other parts of China. Changes in the policies or laws governing The Shenzhen Special Economy Zone could have a material adverse effect on us. Moreover, economic reforms and growth in China have been more successful in certain provinces than others, and the continuation or increase of these disparities could affect the political or social stability of China, which could have a material adverse effect on us and our operations near Shenzhen.

*Controversies Affecting China’s Trade With The United States Could Harm Our Results Of Operations Or Depress Our Stock Price.* While China has been granted permanent most favored nation trade status in the United States through its entry into the World Trade Organization, controversies between the United States and China may arise that threaten the status quo involving trade between the United States and China. These controversies could materially and adversely affect our business by, among other things, causing our products in the United States to become more expensive, resulting in a reduction in the demand for our products by customers in the United States, which would have a material adverse effect upon us and our results of operations. Further, political or trade friction between the United States and China, whether or not actually affecting our business, could also materially and adversely affect the prevailing market price of our common shares.

*If Our Factories Were Destroyed Or Significantly Damaged As A Result of Fire, Flood Or Some Other Natural Disaster, We Would Be Adversely Affected .* All of our products are manufactured at our manufacturing facilities located in Shenzhen, China, and Xinxing, Guangdong, China. Fire-fighting and disaster relief or assistance in China may not be as developed as in Western countries. We currently maintain property damage insurance aggregating approximately \$33 million covering our stock in trade, goods and merchandise, furniture and equipment and buildings. We do not maintain business interruption insurance. Investors are cautioned that material damage to, or the loss of, our factories due to fire, severe weather, flood or other act of God or cause, even if insured, could have a material adverse effect on our financial condition, results of operations, business and prospects.

*Our Results Could Be Harmed If We Have To Comply With New Environmental Regulations.* Our operations create some environmentally sensitive waste that may increase in the future depending on the nature of our manufacturing operations. The general issue of the disposal of hazardous waste has received increasing attention from China's national and local governments and foreign governments and agencies and has been subject to increasing regulation. Our business and operating results could be materially and adversely affected if we were to increase expenditures to comply with any new environmental regulations affecting our operations.

*Enforcement Of The Labor Contract Law, Minimum Wage Increases And Future Changes In The Labor Laws In China May Result In The Continued Increase In Labor Costs.* On June 29, 2007, the Standing Committee of the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. The Labor Contract Law introduces specific provisions related to fixed-term employment contracts, part-time employment, probation, consultation with labor union and employee assemblies, employment without a written contract, dismissal of employees, severance and collective bargaining, which together represent enhanced enforcement of labor laws and regulations. According to the Labor Contract Law, an employer is obliged to sign an unlimited-term labor contract with any employee who has worked for the employer for 10 consecutive years. Further, if an employee requests or agrees to renew a fixed-term labor contract that has already been entered into twice consecutively, the resulting contract must have an unlimited term, with certain exceptions. The employer must also pay severance to an employee in nearly all instances where a labor contract, including a contract with an unlimited term, is terminated or expires. In addition, the government has continued to introduce various new labor-related regulations after the Labor Contract Law. Among other things, new annual leave requirements mandate that annual leave ranging from 5 to 15 days is available to nearly all employees and further require that the employer compensate an employee for any annual leave days the employee is unable to take in the amount of three times his daily salary, subject to certain exceptions. In addition, as the interpretation and implementation of these new regulations are still evolving, we cannot assure you that our employment practices do not, or will not, violate the Labor Contract Law and other labor-related regulations. Between the fiscal years ended March 31, 2009 and 2013, we experienced an increase in the cost of labor caused by the increase in the minimum hourly rate. In accordance with the new minimum wage set by the local authorities, we increased the minimum wage for labor from RMB 1,100 (or approximately \$162) per month to RMB 1,320 (or approximately \$206) per month beginning April 1, 2011. The minimum wage was increased to RMB 1,500 (or approximately \$238) per month beginning February 1, 2012. The minimum wage was increased to RMB 1,600 (or approximately \$254) per month beginning March 1, 2013. We believe that increased labor costs in China will have a significant effect on our total production costs and results of operations and that we will not be able to continue to increase our production at our manufacturing facilities without substantially increasing our non-production salaries and related costs. This increase in minimum wage will increase our labor costs by 6.7%, or approximately \$267,000, annually. If we are subject to severe penalties or incur significant liabilities in connection with the enforcement of the Labor Contract Law, disputes or investigations, our business and results of operations may be adversely affected. We started hiring workers to work in our Xinxing factory during the fiscal year ended March 31, 2013. The minimum wage at Xinxing was RMB 1,010 (or approximately \$160) beginning May 1, 2013. Any future changes in the labor laws in the PRC could result in our having to pay increased labor costs. There can be no assurance that the labor laws will not change, which may have a material adverse effect upon our business and our results of operations.

*If We Were To Lose Our Existing Banking Facilities Or Those Facilities Were Substantially Decreased Or Less Favorable Terms Were Imposed Upon Us, The Company Could Be Materially And Adversely Affected.* We maintain a banking facility with Hang Seng Bank Limited, which is subject to renewal on an annual basis. We use this banking facility to fund our working capital requirements. In recent months, the credit markets in Hong Kong and throughout the world have tightened and experienced extraordinary volatility and uncertainty. We have had discussions with several of our banks and believe that the availability of our banking facility will continue on terms that are acceptable to us. However, as a result of changes in the capital or other legal requirements applicable to Hang Seng Bank Limited or if our financial position and operations were to deteriorate further, our costs of borrowing could increase or the terms of our banking facility could be changed so as to impact our liquidity. If we are unable to obtain needed capital on terms acceptable to us, our business, financial condition, results of operations and cash flows could be materially adversely affected.

#### **Risk Factors Relating to Our Business**

*We Depend Upon Our Largest Customers For A Significant Portion Of Our Sales Revenue, And We Cannot Be Certain That Sales To These Customers Will Continue. If Sales To These Customers Do Not Continue, Then Our Sales Will Decline And Our Business Will Be Negatively Impacted.* We have relied upon three customers for a significant portion of our sales. During the fiscal years ended March 31, 2011, 2012 and 2013, these three customers accounted for approximately 74%, 81% and 83% of sales, respectively. During the fiscal year ended March 31, 2013, 52% of our sales were to a single customer (66% during the fiscal year ended March 31, 2012). We do not enter into long-term contracts with our customers but manufacture based upon purchase orders and therefore cannot be certain that sales to these customers will continue. The loss of any of our largest customers would likely have a material negative impact on our sales revenue and our business.

*Defects In Our Products Could Impair Our Ability To Sell Our Products Or Could Result In Litigation And Other Significant Costs.* Detection of any significant defects in our products may result in, among other things, delay in time-to-market, loss of market acceptance and sales of our products, diversion of development resources, injury to our reputation or increased warranty costs. Because our products are complex, they may contain defects that cannot be detected prior to shipment. These defects could harm our reputation, which could result in significant costs to us and could impair our ability to sell our products. The costs we may incur in correcting any product defects may be substantial and could decrease our profit margins.

Since certain of our products are used in applications that are integral to our customers' businesses, errors, defects or other performance problems could result in financial or other damages to our customers, which would likely result in adverse effects upon our business with these customers. If we were involved in any product liability litigation, even if it were unsuccessful, it would be time-consuming and costly to defend. Further, our product liability insurance may not be adequate to cover claims.

*Our Sales Through Retail Merchants Result In Seasonality, Susceptibility To A Downturn In The Retail Economy And Sales Variances Resulting From Retail Promotional Programs.* Many of our other customers sell to retail merchants. Accordingly, these portions of our customer base are susceptible to a further downturn in the retail economy. A greater number of our sales of scales products occur between the months of July and October in preparation of the Christmas holiday. Throughout the remainder of the year, our products do not appear to be subject to significant seasonal variation. However, past sales patterns may not be indicative of future performance.

*Our Customers Are Dependent On Shipping Companies For Delivery Of Our Products, And Interruptions To Shipping Could Materially And Adversely Affect Our Business And Operating Results.* Typically, we sell our products either F.O.B. Hong Kong or Yantian (Shenzhen), and our customers are responsible for the transportation of products from Hong Kong or Yantian (Shenzhen) to their final destinations. Our customers rely on a variety of carriers for product transportation through various world ports. A work stoppage, strike or shutdown of one or more major ports or airports could result in shipping delays materially and adversely affecting our customers, which in turn could have a material adverse effect on our business and operating results. Similarly, an increase in freight surcharges due to rising fuel costs or general price increases could materially and adversely affect our business and operating results.

*Customer Order Estimates May Not Be Indicative Of Actual Future Sales.* Some of our customers have provided us with forecasts of their requirements for our products over a period of time. We make many management decisions based on these customer estimates, including purchasing materials, hiring personnel and other matters that may increase our production capacity and costs. If a customer reduces its orders from prior estimates after we have increased our production capabilities and costs, this reduction may decrease our net sales and we may not be able to reduce our costs to account for this reduction in customer orders. Many customers do not provide us with forecasts of their requirements for our products. If those customers place significant orders, we may not be able to increase our production quickly enough to fulfill the customers' orders. The inability to fulfill customer orders could damage our relationships with customers and reduce our net sales.

*Pressure By Our Customers To Reduce Prices And Agree To Long-Term Supply Arrangements May Cause Our Net Sales Or Profit Margins To Decline.* Our customers are under pressure to reduce prices of their products. Therefore, we expect to experience increasing pressure from our customers to reduce the prices of our products. Continuing pressure to reduce the price of our products could have a material adverse effect upon our business and operating results. Our customers frequently negotiate supply arrangements with us well in advance of placing orders for delivery within a year, thereby requiring us to commit to price reductions before we can determine if we can achieve the assumed cost reductions. We believe we must reduce our manufacturing costs and obtain higher volume orders to offset declining average sales prices. Further, if we are unable to offset declining average sales prices, our gross profit margins will decline, which would have a material adverse effect upon our results of operations.

*We Depend Upon Our Key Personnel, And The Loss Of Any Key Personnel, Or Our Failure To Attract And Retain Key Personnel, Could Adversely Affect Our Future Performance, Including Product Development, Strategic Plans, Marketing And Other Objectives.* The loss or failure to attract and retain key personnel could significantly impede our performance, including product development, strategic plans, marketing and other objectives. Our success depends to a substantial extent not only on the ability and experience of our senior management, but particularly upon Anthony So, our Chairman of the Board. We do not have key man life insurance on Mr. So. To the extent that the services of Mr. So would be unavailable to us, we would be required to obtain another person to perform the duties Mr. So otherwise would perform. We may be unable to employ another qualified person with the appropriate background and expertise to replace Mr. So on terms suitable to us.

*Certain Subsidiaries Of The Company Received On-going Enquiries From The Local Tax Authorities During The Year. If The Subsidiaries Were Finally Held Liable For Such Additional Taxation, Our Consolidated Net Income And The Value Of Your Investment Could Be Substantially Reduced.* During the fiscal years ended March 31, 2011, 2012 and 2013, certain of our subsidiaries were, and continue to be, subject to enquiries from the local tax authorities. Upon the adoption of ASC 740 (formerly FIN 48), "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109," or FIN 48, the Company recorded a provision of approximately \$2,164,000 in relation to uncertain tax positions as of April 1, 2007. The assessment is subject to final determination by the local tax authorities and may be different from what we have recorded as a provision. As such, there can be no assurance that the inquiry will not result in the imposition of additional income tax expense on the Group, which could have a material adverse effect upon the Group and its results of operations. According to the requirement from the local tax authorities, the Company has purchased tax reserve certificates for approximately \$1,710,000 for the fiscal years in review, for the potential payment to the tax authority.

*Contractual Arrangements We Have Entered Into Among Us And Our Subsidiaries May Be Subject To Scrutiny By The Respective Tax Authorities, And A Finding That Bonso And Its Subsidiaries Owe Additional Taxes Could Substantially Reduce Our Consolidated Net Income And The Value Of Your Investment.* We could face material and adverse tax consequences if the respective tax authorities determine that the contractual arrangements among our subsidiaries and Bonso do not represent an arm's length price and adjust Bonso's, or any of its subsidiaries', income in the form of a transfer pricing adjustment. Bonso did not consider it necessary to make tax provision in this respect. However, there can be no assurance that the assessment performed by the local tax authorities will result in the same position. A transfer pricing adjustment could, among other things, result in a reduction, for tax purposes, of expense deductions recorded by Bonso or any of its subsidiaries, which could in turn increase its tax liabilities. In addition, the tax authorities may impose late payment fees and other penalties on our affiliated entities for underpaid taxes. Our consolidated net income may be materially and adversely affected if our affiliated entities' tax liabilities increase or if they are found to be subject to late payment fees or other penalties.

*Increased Prices For Raw Materials May Have A Negative Impact Upon Us.* The price level of raw materials remained stable in the fiscal year ended March 31, 2013, compared to that in the fiscal year ended March 31, 2012. However, we experienced increased costs of component parts due to the increase in the price of oil used in the production of components such as plastic resin, steel and other raw materials during fiscal year ended March 31, 2012. If oil prices continue to increase in the future, it will likely result in an increase in the costs of components to us, as well as an increase in our operating expenses, which may have a material adverse effect upon our business and results of operations.

*We May Face An Increased Shortage Of Factory Workers.* During the fiscal years ended March 31, 2011, 2012 and 2013, we reduced our full workforce in Shenzhen, PRC as we prepare to transit our operations to a new factory in Xinxing. See “Employees” below. There can be no assurance that we will not experience an increased need for workers in China in the future or that we can adequately staff our factories, including our new factory in Xinxing. The inability to adequately staff our factories could have a material adverse impact on production, which could lead to delays in shipments or missed sales. In the event that we have delayed or lost sales, we may need to deliver goods by air at our cost to ensure that our products arrive on time, which would likely result in an increase in air freight costs and vendor fines and could result in missed sales, any of which could have a material adverse effect upon our business and our results from operations.

*Recent Changes In The PRC’s Labor Law Could Penalize Bonso If It Needs To Make Additional Workforce Reductions .* In June 2007, the National People’s Congress of the PRC enacted new labor law legislation called the Labor Contract Law, which became effective on January 1, 2008. It formalizes workers’ rights concerning overtime hours, pensions, layoffs, employment contracts and the role of trade unions. Considered as one of the strictest labor laws in the world, among other things, this new law requires an employer to conclude an “open-ended employment contract” with any employee who either has worked for the employer for 10 years or more or has had two consecutive fixed-term contracts. An “open-ended employment contract” is in effect a lifetime, permanent contract, which is terminable only in specified circumstances, such as a material breach of the employer’s rules and regulations, or for a serious dereliction of duty. Under the new law, downsizing by 20% or more of each individual entity may occur only under specified circumstances, such as a restructuring undertaken pursuant to China’s Enterprise Bankruptcy Law, or where a company suffers serious difficulties in production and/or business operations. Also, if we lay off more than 20 employees at one time, we have to communicate with the labor union of our Company and report to the District Labor Bureau. During the fiscal year ended March 31, 2013, we recognized a write-back for severance payment of \$98,000 in anticipation of reducing our full workforce in Shenzhen, PRC as we transit our operations to a new factory in Xinxing, and the accumulated provision was \$743,000 as of March 31, 2013. (2012: \$841,000). This accrued severance payment allowance is reviewed every year. We may incur much higher costs under China’s labor laws if we are forced to downsize again, and accordingly, this new labor law may exacerbate the adverse effect of the economic environment on our financial results and financial condition.

*We Face Increasing Competition In Our Industry And May Not Be Able To Successfully Compete With Our Competitors.* Our business is in an industry that is becoming increasingly competitive, and many of our competitors, both local and international, have substantially greater technical, financial and marketing resources than we have. As a result, we may be unable to compete successfully with these competitors. We compete with scale manufacturers in the Far East, the United States, and Europe. We believe that our principal competitors in the scale are other original equipment manufacturer (“OEM”) and original design manufacturer (“ODM”) manufacturers, and all companies engaged in the branded, ODM and OEM business. The scale market is highly competitive, and we face pressures on pricing and lower margins, as evidenced by the decline in margins that we have experienced with our scale products. Lower margins may affect our ability to cover our costs, which could have a material negative impact on our operations and our business.

*We Are Controlled By Our Management, Whose Interests May Differ From Those Of The Other Shareholders.* As of June 30, 2013, Mr. Anthony So, our founder and Chairman, beneficially owns approximately 40.9% of the issued shares of our common stock. Due to his stock ownership, Mr. So may be in a position to elect the board of directors and, therefore, to control our business and affairs, including certain significant corporate actions such as acquisitions, the sale or purchase of assets and the issuance and sale of our securities. Mr. So may be able to prevent or cause a change in control of the Company. We also may be prevented from entering into transactions that could be beneficial to us without Mr. So’s consent. The interest of our largest shareholder may differ from the interests of other shareholders.

*Due To Inherent Limitations, There Can Be No Assurance That Our System Of Disclosure And Internal Controls And Procedures Will Be Successful In Preventing All Errors Or Fraud Or In Informing Management Of All Material Information In A Timely Manner.* Our disclosure controls and internal controls and procedures may not prevent all errors and all fraud. A control system, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system reflects that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur simply because of error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by circumvention of the internal control procedures. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

*Compliance Costs With The Securities Laws And Regulations Pursuant To The Sarbanes-Oxley Act of 2002 Will Increase Our Costs .* The Sarbanes-Oxley Act of 2002 that became law in July 2002 has required changes in some of our corporate governance, securities disclosure, accounting and compliance practices. In response to the requirements of that act, the Securities and Exchange Commission and NASDAQ have promulgated new rules on a variety of subjects. Compliance with these rules, as well as with the Sarbanes-Oxley Act of 2002, including, but not limited to, compliance with Section 404 that requires management to assess the effectiveness of its internal control over financial reporting, has increased our legal, financial and accounting costs, and we expect the cost of compliance with these new rules to be permanent. Further, the new rules may increase the expenses associated with our director and officer liability insurance.

*Our Operating Results And Stock Price Are Subject To Wide Fluctuations.* Our quarterly and annual operating results are affected by a wide variety of factors that could materially and adversely affect net sales, gross profit and profitability. This could result from any one or a combination of factors, many of which are beyond our control. Results of operations in any period should not be considered indicative of results to be expected in any future period, and fluctuations in operating results may also result in fluctuations in the market price of our common stock.

*Our Results Could Be Affected By Changes In Currency Exchange Rates.* Changes in currency rates involving the Hong Kong Dollar or Chinese Renminbi could increase our expenses. During the fiscal years ended March 31, 2011, 2012 and 2013, our financial results were affected by currency fluctuations, resulting in a total foreign exchange loss of approximately \$130,000, \$703,000 and \$261,000, respectively. Generally, our revenues are collected in United States Dollars. Our costs and expenses are paid in United States Dollars, Hong Kong Dollars, and Chinese Renminbi. We face a variety of risks associated with changes among the relative value of these currencies. Appreciation of the Chinese Renminbi against the Hong Kong Dollar and the United States Dollar would increase our expenses when translated into United States Dollars and could materially and adversely affect our margins and results of operations. If the trend of Chinese Renminbi appreciation continues against the Hong Kong Dollar and the United States Dollar, our operating costs will further increase and our financial results will be adversely affected. In addition, a significant devaluation in the Chinese Renminbi or Hong Kong Dollar could have a material adverse effect upon our results of operations. If we determined to pass onto our customers through price increases the effect of increases in the Chinese Renminbi relative to the Hong Kong Dollar and the United States Dollar, it would make our products more expensive in global markets, such as the United States and the European Union. This could result in the loss of customers, who may seek, and be able to obtain, products and services comparable to those we offer in lower-cost regions of the world. If we did not increase our prices to pass on the effect of increases in the Chinese Renminbi relative to the Hong Kong Dollar and the United States Dollar, our margins and profitability would suffer.

*Protection And Infringement Of Intellectual Property.* We have no patents, licenses, franchises, concessions or royalty agreements that are material to our business. We have obtained a trademark registration in Hong Kong for the marks BONSO and MODUS in connection with certain electronic apparatus. Unauthorized parties may attempt to copy aspects of our products or trademarks or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products is difficult. Our means of protecting our proprietary rights may not be adequate. In addition, the laws of some foreign countries do not protect our proprietary rights to as great an extent as do the laws of the United States. Our failure to adequately protect our proprietary rights may allow third parties to duplicate our products or develop functionally equivalent or superior technology. In addition, our competitors may independently develop similar technology or design around our proprietary intellectual property.

Further, we may be notified that we are infringing patents, trademarks, copyrights or other intellectual property rights owned by other parties. In the event of an infringement claim, we may be required to spend a significant amount of money to develop a non-infringing alternative or to obtain licenses. We may not be successful in developing such an alternative or obtaining a license on reasonable terms, if at all. Any litigation, even without merit, could result in substantial costs and diversion of resources and could have a material adverse affect on our business and results of operations.

*Cancellations Or Delays In Orders Could Materially And Adversely Affect Our Gross Margins And Operating Income.* Sales to our OEM customers are primarily based on purchase orders we receive from time to time rather than firm, long-term purchase commitments. Although it is our general practice to purchase raw materials only upon receiving a purchase order, for certain customers we will occasionally purchase raw materials based on such customers' rolling forecasts. Further, during times of potential component shortages we have purchased, and may continue to purchase, raw materials and component parts in the expectation of receiving purchase orders for products that use these components. In the event actual purchase orders are delayed, are not received or are cancelled, we would experience increased inventory levels or possible write-downs of raw material inventory that could materially and adversely affect our business and operating results.

*We Generally Have No Written Agreements With Suppliers To Obtain Components, And Our Margins And Operating Results Could Suffer From Increases In Component Prices.* We are typically responsible for purchasing components used in manufacturing products for our customers. We generally do not have written agreements with our suppliers of components. This typically results in our bearing the risk of component price increases because we may be unable to procure the required materials at a price level necessary to generate anticipated margins from the orders of our customers. Prices of components may increase in the future for a variety of reasons. Accordingly, additional increases in component prices could materially and adversely affect our gross margins and results of operations.

### **Certain Legal Consequences of Foreign Incorporation and Operations**

*Judgments Against The Company And Management May Be Difficult To Obtain Or Enforce.* We are a holding corporation organized as an International Business Company under the laws of the British Virgin Islands ("BVI"), and our principal operating subsidiaries are organized under the laws of Hong Kong and the laws of the PRC. Our principal executive offices are located in Hong Kong and the PRC. Outside the United States, it may be difficult for investors to enforce judgments obtained against us in actions brought in the United States, including actions predicated upon the civil liability provisions of United States federal securities laws. In addition, most of our officers and directors reside outside the United States, and the assets of these persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon these persons or to enforce against the Company or these persons judgments predicated upon the liability provisions of United States federal securities laws. Our Hong Kong counsel and our British Virgin Islands counsel have advised that there is substantial doubt as to the enforceability against us or any of our directors or officers in original actions or in actions for enforcement of judgments of United States courts in claims for liability based on the civil liability provisions of United States federal securities law.

*Because We Are Incorporated In The British Virgin Islands, You May Not Have The Same Protections As Shareholders Of U.S. Corporations.* We are organized under the laws of the British Virgin Islands. Principles of law relating to matters affecting the validity of corporate procedures, the fiduciary duties of our management, directors and controlling shareholders and the rights of our shareholders differ from, and may not be as protective of shareholders as, those that would apply if we were incorporated in a jurisdiction within the United States. Our directors have the power to take certain actions without shareholder approval, including amending our Memorandum or Articles of Association, which are the terms used in the British Virgin Islands for a corporation's charter and bylaws, respectively, and approving certain fundamental corporate transactions, including reorganizations, certain mergers or consolidations and the sale or transfer of assets. In addition, there is doubt that the courts of the British Virgin Islands would enforce liabilities predicated upon United States federal securities laws.

*Future Issuances Of Preference Shares Could Materially And Adversely Affect The Holders Of Our Common Shares Or Delay Or Prevent A Change Of Control.* Our Memorandum and Articles of Association provide the ability to issue an aggregate of 10,000,000 shares of preferred stock in four classes. While no preferred shares are currently issued or outstanding, we may issue preferred shares in the future. Future issuance of preferred shares could materially and adversely affect the rights of the holders of our common shares, dilute the common shareholders' holdings or delay or prevent a change of control.

*Our Shareholders Do Not Have The Same Protections Or Information Generally Available To Shareholders Of U.S. Corporations Because The Reporting Requirements For Foreign Private Issuers Are More Limited Than Those Applicable To Public Corporations Organized In The United States.* We are a foreign private issuer within the meaning of rules promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). We are not subject to certain provisions of the Exchange Act applicable to United States public companies, including: the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K, the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect to a security registered under the Exchange Act and the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any "short-swing" trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer's equity securities within six months or less). Because we are not subject to these rules, our shareholders are not afforded the same protections or information generally available to investors in public companies organized in the United States.

*Our Board's Ability To Amend Our Charter Without Shareholder Approval Could Have Anti-Takeover Effects That Could Prevent A Change In Control.* As permitted by the laws of the British Virgin Islands, our Memorandum and Articles of Association may be amended by our board of directors without shareholder approval. This includes amendments to increase or reduce our authorized capital stock. Our board's ability to amend our charter documents without shareholder approval could have the effect of delaying, deterring or preventing a change in control of Bonso, including a tender offer to purchase our common shares at a premium over the current market price.

*We Have Not Paid Dividends Since 2007 And May Not Pay Dividends In The Future.* We have not paid dividends on our Common Stock since 2007, and we may not be able to declare dividends, or the board of directors may decide not to declare dividends, in the future. We will determine the amounts of any dividends when and if they are declared, in the future at the time of declaration.

#### **Item 4. Information on the Company**

##### **History and Development of the Company**

Bonso Electronics International Inc. was formed on August 8, 1988 as a limited liability International Business Company under the laws of the British Virgin Islands under the name “Golden Virtue Limited.” On September 14, 1988, we changed our name to Bonso Electronics International, Inc. We operate under the BVI Business Companies Act.

Effective as of May 1, 2001 we acquired 100% of the equity of Korona Haushaltswaren GmbH & Co. KG, a limited liability partnership registered in Germany (“Korona”). Korona markets consumer scale products throughout Europe to retail merchandisers and distributors. These products feature contemporary designs using the latest materials and attractive packaging. Effective March 31, 2009, we sold assets of Korona to Beurer GmbH, including inventories, accounts receivable, toolings and intellectual property rights. Korona completed its liquidation in February 2012.

Effective as of August 1, 2002, we acquired 51% of the equity of Gram Precision Scales Inc. (“Gram Precision”). Gram Precision was primarily engaged in the distribution and marketing of pocket scales in the United States, Canada and Europe. Effective November 1, 2008, we sold our 51% of the equity of Gram Precision to Mohan Thadani, the founder of Gram Precision.

In April 2007, we formed a new wholly-owned subsidiary, Bonso USA, Inc., a Nevada corporation (“Bonso USA”), to focus on the sales of industrial scales in the U.S. market. Bonso USA is dormant and no business activities are being conducted.

Our corporate administrative matters are conducted through our registered agent, HWR Services Limited, P.O. Box 71, Road Town, Tortola, British Virgin Islands. Our principal executive offices are located at Unit 1404, 14/F, Cheuk Nang Centre, 9 Hillwood Road, Tsimshatsui, Kowloon, Hong Kong. Our telephone number is (852) 2605-5822, our facsimile number is (852) 2691-1724, our e-mail address is info@bonso.com and our website is www.bonso.com.

Our principal capital expenditures on property, plant and equipment over the last three years are set forth below:

	2011	2012	2013
Property plant & equipment and land use rights	\$ 1,397,000	\$ 3,415,000	\$ 2,214,000

Our capital expenditures include construction-in-progress and the purchase of machinery used in the production of certain of our products.

In November, 2006, Bonso entered into a land purchase agreement with Xincheng Hi-Tech Industrial Estate to acquire the land use right of a piece of land consisting of 133,500 square meters for future expansion of the Company's operations in Xinxing. This new piece of land is more than triple the size of the land upon which the Company's facilities are located in Shenzhen, China. The land transfer was completed in 2009. The first phase of construction of the new manufacturing facility was completed in calendar year 2012.

All of the foregoing capital expenditures were financed principally from internally generated funds.

## Business Overview

Bonso Electronics International Inc. designs, develops, produces and sells electronic sensor-based and wireless products for private label original equipment manufacturers (individually "OEM" or, collectively, "OEM's"), original brand manufacturers (individually "OBM" or, collectively, "OBM's") and original design manufacturers (individually "ODM" or, collectively, "ODM's").

Since 1989, we have manufactured all of our products in China in order to take advantage of the lower overhead costs and competitive labor rates. Our factory is currently located in Shenzhen, China, about 50 miles from Hong Kong. The convenient location permits us to easily manage manufacturing operations from Hong Kong and facilitates transportation of our products out of China through the ports of Hong Kong and Yantian (Shenzhen). The first phase of construction of our new manufacturing facility in Xinxing was completed in calendar year 2012, and we began production in Xinxing factory during the fiscal year ended March 31, 2013. We will move all production processes from our Shenzhen factory to Xinxing factory during the fiscal year ended March 31, 2014, after which we will rent out the Shenzhen factory to a third party as a source of rental income.

## Products

Our sensor-based scale products include bathroom, kitchen, office, jewelry, laboratory, postal and industrial scales that are used in consumer, commercial and industrial applications. These products accounted for 91% of revenue for the fiscal year ended March 31, 2011, 95% for 2012 and 90% for 2013. We believe that our bathroom and industrial scales will continue to be a major portion of our scales revenue as we are able to secure orders from our major customers.

We no longer produces wireless telecommunications products. Previously, our products included two-way radios and cordless telephones that were used in consumer and commercial applications. These products accounted for 7% of revenue for the fiscal year ended March 31, 2011, 0% for 2012 and 0% for 2013. Our decision to stop manufacturing these telecommunications products was based upon the decline in our profit margins associated with these products.

The Company has begun to produce certain electrical pet care products, including a bark control device. These products accounted for 8% of revenue for the fiscal year ended March 31, 2013 (2012: 3%).

We also receive revenue from certain customers for the development and manufacture of tooling and molding for scales, telecommunication and pet electronics products. Generally, these tools and moulds are used by us for the manufacture of products. We also generate some sales of scrap materials. These revenues accounted for approximately 2% of net sales for the fiscal years ended March 31, 2011, 2% for 2012 and 2% for 2013.

The following table sets forth the percentage of net sales for each of the product lines mentioned above for the fiscal years ended March 31, 2011, 2012, and 2013:

Product Line	Year ended March 31,		
	2011	2012	2013
Scales	91%	95%	90%
Telecommunication Products	7%	0%	0%
Electronic Pet Products	0%	3%	8%
Others	2%	2%	2%
Total	100%	100%	100%

### Business Strategy

We believe that our future growth depends upon our ability to strengthen our customer base by enhancing and diversifying our products, increasing the number of customers and expanding into additional markets while maintaining or increasing sales of our products to existing customers. Our future growth and our ability to become profitable are also dependent upon our ability to control production costs and increase production capacity. Our strategy to achieve these goals is as follows:

*Product Enhancement And Diversification.* We continually seek to improve and enhance our existing products in order to provide a longer product life-cycle and to meet increasing customer demands for additional features. Our research and development staff are currently working on a variety of projects to enhance our existing scale products and in the postal scale/meter area. Further, we are developing certain electrical pet care products. See “Products, Research and Development/Competition” below.

*Maintaining And Expanding Business Relations With Existing Customers.* We promote relationships with our significant customers through regular communication, including visiting certain of our customers in their home countries and providing direct access to our manufacturing and quality control personnel. This access, together with our concern for quality, has resulted in a relatively low level of defective products. Moreover, we believe that our emphasis on timely delivery, good service and low cost has contributed, and will continue to contribute, to good relations with our customers and increased orders. Further, we solicit suggestions from our customers for product enhancement and when feasible, plan to develop and incorporate the enhancements suggested by our customers into our products.

*Controlling Production Costs* . In 1989, recognizing that labor cost was a major factor permitting effective competition in the consumer electronic products industry, we relocated all of our manufacturing operations to China to take advantage of the large available pool of lower-cost manufacturing labor. We located our manufacturing facilities within 50 miles of Hong Kong in order to facilitate transportation of our products to markets outside of China while benefiting from the advantages associated with manufacturing in China and in the Shenzhen Special Economy Zone. As noted below under “Increasing Production Capacity” we are moving our production from Shenzhen to Xinxing, and we expect to realize a reduction in our labor costs as a result.

We are actively seeking to control production costs by such means as redesigning our existing products in order to decrease material and labor costs, controlling the number of our employees, increasing the efficiency of workers by providing regular training and tools and redesigning the flow of our production lines.

*Increasing Production Capacity* . In November 2006, Bonso entered into a land purchase agreement to acquire 133,500 square meters of land use right for future expansion in Xinxing, China. The construction of the new manufacturing facility began during the fiscal year ended March 31, 2010 and the first phase was completed in calendar year 2012. We intend to carefully monitor our capacity needs and to expand capacity as necessary.

## Customers and Marketing

We sell our products primarily in the United States and Europe. Customers for our products are primarily OEM’s, OBM’s and ODM’s which market the products under their own brand names. We continue to market our products to OEM’s, OBM’s and ODM’s at trade shows and via e-mail, our website and facsimile.

Net export sales to customers by geographic area constituting 10% or more of total sales of the Company, consisted of the following for each of the three years ended March 31, 2011, 2012 and 2013.

	Year ended March 31:					
	2011		2012		2013	
	\$ in thousands	%	\$ in thousands	%	\$ in thousands	%
United States of America	18,893	67	19,940	75	23,804	78
Germany	5,557	20	4,985	18	5,121	17
Total	24,450		24,925		28,925	

We maintain a marketing and sales team of eight people. Also, our experienced engineering teams work directly with our customers to develop and tailor our products to meet the customers’ specific needs. We market our products primarily through a combination of direct contact by our experienced in-house technical sales staff and our sales representatives and through the use of direct mail catalogues and product literature. During the fiscal years ended March 31, 2011, 2012 and 2013, we recorded total commission payments of approximately \$3,000, \$4,000 and \$1,000, respectively. In addition, our marketing teams contact existing and potential customers by telephone, mail and facsimile and in person.

Our major sensor-based electronic scale products customers and their percentage of sales for the prior three fiscal years are below:

Percent of Sales – Year ended March 31:

<b>Electronics Sensor Customers</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Sunbeam Products, Inc.	60%	66%	52%
Fitbit, Inc.	0%	1%	18%
Kern + Sohn GMBH	14%	14%	13%

**Component Parts and Suppliers**

We purchase over 1,000 different component parts from more than 100 major suppliers and are not dependent upon any single supplier for key components. We purchase components for our products primarily from suppliers in Japan, Taiwan, South Korea, Hong Kong and China.

The price of oil and other raw materials increased during the fiscal years ended March 31, 2011 and 2012 resulting in an increase of our component part prices. We have taken steps to reduce our exposure to any inability to obtain components by forecasting with an increased buffer rate and placing orders for components earlier and allowing for longer delivery lead times. Because of these actions, we do not expect to experience any difficulty in obtaining needed component parts for our products. The price level of raw materials remained stable in the fiscal year ended March 31, 2013, compared to that in the fiscal year ended March 31, 2012.

**Quality Control**

We have received ISO 9001:2000 certification from Det Norske Veritas Certification B.V., the Netherlands. The ISO 9001:2000 certification was awarded to our subsidiary, Bonso Electronics Limited and to Bonso Electronics Limited's subsidiary Bonso Electronics (Shenzhen) Company Limited. We have also received certification according to the Environmental Management Standards of ISO 14001:2004, the Occupational Health and Safety Management Standard of OHSAS 18001 and management system for medical devices of ISO13485:2003.

ISO 9001 is one of the ISO 9000 series of quality system standards developed by the International Organization for Standardization, a worldwide federation of national standards bodies. ISO 9001 provides a model for quality assurance (and continuous improvement) in product development, manufacturing, installation and servicing that focuses on meeting customer requirements.

By integrating the Occupational Health and Safety Management Standard of OHSAS 18001 into our quality and environmental systems, we have created a total Integrated Management System (IMS) - Quality, Environment and Health and Safety by combining ISO9001, ISO 14001 and OHSAS 18001 into one Quality/Environment/Health and Safety registration.

ISO 13485 certification ensures that we have implemented and maintained a quality system for the design and manufacture of medical devices and allows us to develop and manufacture safe and effective medical devices should we chose to do so in the future.

The European Union has enacted the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Directive (“RoHS”). RoHS prohibits the use of certain substances, including lead, in certain products. We believe that we are in compliance with RoHS and have a supply of compliant components from suppliers.

The Company provides to certain customers an additional one to two percent of certain products ordered in lieu of a warranty, which are recognized as cost of sales when these products are shipped to customers from our facility. In addition, certain products sold by the Company are subject to a limited product quality warranty. The Company accrues for estimated incurred but unidentified quality issues based upon historical activity and known quality issues if a loss is probable and can be reasonably estimated. The standard limited warranty period is one to three years. Quality returns, refunds, rebates and discounts are recorded net of sales if they are within the warranty period. All sales are based upon firm orders with fixed terms and conditions, which generally cannot be modified. Historically, we have not experienced material differences between our estimated amounts of quality returns, refunds, rebates and discounts and the actual results. In all contracts, there is no price protection or similar privilege in relation to the sale of goods.

#### **Patents, Licenses, Trademarks, Franchises, Concessions and Royalty Agreements**

We have obtained a trademark registration in Hong Kong and China for the marks BONSO and MODUS in connection with certain electronic apparatus.

We rely on a combination of patent, trademark and trade secret laws, employee and third party non-disclosure agreements and other intellectual property protection methods to protect our proprietary rights. There can be no assurance that third parties will not assert infringement or other claims against us with respect to any existing or future products. We cannot assure you that licenses would be available if any of our technology was successfully challenged by a third party, or if it became desirable to use any third-party technology to enhance the Company’s products. Litigation to protect our proprietary information or to determine the validity of any third-party claims could result in a significant expense to us and divert the efforts of our technical and management personnel, whether or not such litigation is determined in our favor.

While we have no knowledge that we are infringing upon the proprietary rights of any third party, there can be no assurance that such claims will not be asserted in the future with respect to existing or future products. Any such assertion by a third party could require us to pay royalties, to participate in costly litigation and defend licensees in any such suit pursuant to indemnification agreements, or to refrain from selling an alleged infringing product or service.

### **Product Research and Development**

The major responsibility of the product design, research and development personnel is to develop and produce designs to the satisfaction of, and in accordance with, the specifications provided by the OEM's, OBM's and ODM's. We believe our engineering and product development capabilities are important to the future success of our business. As an ODM, we take specifications that are provided to us by the customer and design a product to meet those specifications. Some of our product design, research and development activities are customer funded and are under agreements with specific customers for specific products. To reduce costs, we conduct our research and development at our facilities in China. We principally employ Chinese engineers and technicians at costs that are substantially lower than those that would be required in Hong Kong. At March 31, 2013, we employed 25 individuals in Hong Kong and China for our engineering staff, who are at various times engaged in research and development. The major responsibility of the product design and research and development personnel is to develop and produce designs of scales products to the satisfaction of, and in accordance with, the specifications provided by the ODM's and OEM's. We anticipate hiring additional research and development personnel to meet the increased demand for scale products.

### **Competition**

The manufacture and sale of electronic sensor-based and wireless products is highly competitive. Competition is primarily based upon unit price, product quality, reliability, product features and management's reputation for integrity. Accordingly, reliance is placed on research and development of new products, line extensions and technological, quality and other continuous product improvement. There can be no assurance that we will enjoy the same degree of success in these efforts in the future. Research and development expenses aggregated approximately \$334,000 during the fiscal year ended March 31, 2011, \$312,000 during the fiscal year ended March 31, 2012 and \$396,000 during fiscal year ended March 31, 2013.

### **Seasonality**

Generally, the first calendar quarter of each year is typically the slowest sales period because our manufacturing facilities in China are closed for two weeks for the Chinese New Year holidays to permit employees to travel to their homes in China. In addition, sales during the first calendar quarter of scales products usually dip following the increase in sales during the Christmas season. A greater number of our sales of scales products occur between the months of July and October for shipment in preparation of the Christmas holiday. Throughout the remainder of the year, our products do not appear to be subject to significant seasonal variation. However, past sales patterns may not be indicative of future performance.

## **Transportation**

Typically, we sell products either F.O.B. Hong Kong or Yantian (Shenzhen), which means that our customers are responsible for the transportation of finished products from Hong Kong or Yantian (Shenzhen) to their final destination. Transportation of components and finished products to and from the point of shipment is by truck. To date, we have not been materially affected by any transportation problems. However, transportation difficulties affecting air cargo or shipping, such as an extended closure of ports that materially disrupts the flow of our customers' products into the United States, could materially and adversely affect our sales and margins if, as a result, our customers delay or cancel orders or seek concessions to offset expediting charges they incurred pending resolution of the problems causing the port closures.

## **Government Regulation**

We are subject to comprehensive and changing foreign, federal, provincial, state and local environmental requirements, including those governing discharges to the air and water, the handling and disposal of solid and hazardous waste and the remediation of contamination associated with releases of hazardous substances. We believe that we are in compliance with current environmental requirements. Nevertheless, we use hazardous substances in our operations and, as is the case with manufacturers in general, if a release of hazardous substances occurs on or from our properties we may be held liable and may be required to pay the cost of remediation. The amount of any resulting liability could be material.

## **Foreign Operations**

A significant amount of our products are manufactured at our factories located in China. While China has been granted permanent most favored nation trade status in the United States through its entry into the World Trade Organization, controversies between the United States and China may arise that threaten the status quo involving trade between the United States and China. These controversies could materially and adversely affect our business by, among other things, causing our products in the United States to become more expensive, resulting in a reduction in the demand for our products by customers in the United States.

Sovereignty over Hong Kong reverted to China on July 1, 1997. The 1984 Sino-British Joint Declaration, the 1990 Basic Law of Hong Kong, the 1992 United States-Hong Kong Policy Act and other agreements provide some indication of the business climate we believe will continue to exist in Hong Kong. Hong Kong remains a Special Administrative Region ("SAR") of China, with certain autonomies from the Chinese government. Hong Kong is a full member of the World Trade Organization. It has separate customs territory from China, with separate tariff rates and export control procedures. It has a separate intellectual property registration system. The Hong Kong Dollar is legal tender in the SAR, freely convertible and not subject to foreign currency exchange controls by China. The SAR government has sole responsibility for tax policies, though the Chinese government must approve the SAR's budgets. Notwithstanding the provisions of these international agreements, we cannot be assured of the continued stability of political, legal, economic or other conditions in Hong Kong. No treaty exists between Hong Kong and the United States providing for the reciprocal enforcement of foreign judgments. Accordingly, Hong Kong courts might not enforce judgments predicated on the federal securities laws of the United States, whether arising from actions brought in the United States or, if permitted, in Hong Kong.

## **Organizational Structure**

We have two wholly-owned Hong Kong subsidiaries, Bonso Electronics Limited (“BEL”) and Bonso Advanced Technology Limited (“BATL”). Both BEL and BATL were organized under the laws of Hong Kong and are responsible for the design, development, manufacture and sale of our products.

BEL has one active Hong Kong subsidiary, Bonso Investment Limited (“BIL”). BIL was organized under the laws of Hong Kong and has been used to acquire and hold our investment properties in Hong Kong and China.

BEL also has one active PRC subsidiary, Bonso Electronics (Shenzhen) Company, Limited, which is organized under the laws of the PRC and is used to manufacture our products.

BATL has one active PRC subsidiary, Bonso Advanced Technology (Xinxing) Company, Limited, which is organized under the laws of the PRC and is used to acquire and hold our new manufacturing facility that is being constructed in Xinxing, China.

We also have another wholly-owned British Virgin Islands subsidiary, Modus Enterprise International Inc.

As of March 31, 2009, Modus Enterprise International Inc. owned 100% of Korona. Korona was engaged in marketing, distributing and retailing consumer bathroom and kitchen scale products throughout Europe. Effective March 31, 2009, we sold certain assets of Korona to Beurer GmbH, and Korona completed its liquidation during the fiscal year ended March 31, 2012.

Effective November 1, 2008, we sold our 51% of the equity of Gram Precision to Mohan Thadani, the founder of Gram Precision. Gram Precision was primarily engaged in the distribution and marketing of pocket and industrial scales in the United States, Canada and Europe.

In April 2007, we formed a wholly-owned subsidiary, Bonso USA, a Nevada corporation. Bonso USA is dormant and no business activities are being conducted.

## **Property, Plant and Equipment**

### **British Virgin Islands**

Our corporate administrative offices are located at Cragmuir Chambers, Road Town, Tortola, British Virgin Islands and corporate administrative matters are conducted through our registered agent, HWR Services Limited, located at P.O. Box 71, Road Town, Tortola, British Virgin Islands.

## **Hong Kong**

We own a residential property in Hong Kong, which is located at Savanna Garden, House No. 27, Tai Po, New Territories, Hong Kong. House No. 27 consists of approximately 2,475 square feet plus a 177 square foot terrace and a 2,308 square foot garden area. The use of House No. 27 is provided as quarters to Mr. Anthony So, the Chairman and Chief Executive Officer of the Company.

## **China**

Our Shenzhen factory in China is located at Shenzhen in the DaYang Synthetical Development District, close to the border between Hong Kong and China. This factory consists of two factory buildings, which contain approximately 186,000 square feet, two workers' dormitories, containing approximately 103,000 square feet, a canteen and recreation center of approximately 26,000 square feet, an office building, consisting of approximately 26,000 square feet, and two staff quarters for our supervisory employees, consisting of approximately 34,000 square feet, for a total of approximately 375,000 square feet. The Group entered into a rental agreement in June 2013 to rent out the Shenzhen factory to a third party from August 2013 to August 2019, and will receive rental income starting from October 2013.

We also own one residential property in Shenzhen, which is located at Lakeview Mansion, B-20C, Hujinju Building No. 63, Xinan Road, Boacheng Baoan Shenzhen, China. It consists of approximately 1,591 square feet and is rented to an unaffiliated third party for an aggregate monthly rental of RMB 2,300, or approximately \$370.

We also own two office units in Beijing, namely Units 12 and 13 on the third floor, Block A of Sunshine Plaza in Beijing, China. Unit 12 consists of 1,102 square feet and Unit 13 consists of 1,860 square feet. One Unit is rented to an unaffiliated third party for an aggregate monthly rental of approximately RMB 15,000, or approximately \$2,430, while the other unit is rented to another unaffiliated third party for an aggregate monthly rental of approximately RMB 9,000 or approximately \$1,460.

Our Xinxing factory is located in Xinxing High-Tech Industrial Estate, Xinxing, Yunfu City, Guangdong, China. This factory land area is 1,448,000 square feet, with one factory building consisting of 225,000 square feet, one warehouse consisting of 62,000 square feet, and three dormitories consisting of 85,000 square feet in total.

## **Adequacy of Facilities**

We believe our manufacturing complexes will be adequate for our reasonably foreseeable needs.

## **Item 4A. Unresolved Staff Comments**

Not Applicable to Bonso.

## Item 5. Operating and Financial Review and Prospects

The following discussion and analysis should be read in conjunction with Item 3. – “Key Information – Selected Financial Data” and the Consolidated Financial Statements and Notes to Consolidated Financial Statements included elsewhere in this Annual Report.

### Overview

During the fiscal year ended March 31, 2013, the Company experienced increased revenues. Our overall sales increased due to higher demand for our products.

We derive our revenues principally from the sale of sensor-based scales manufactured in China, which represent 90% of total sales for the fiscal year ended March 31, 2013. As mentioned in Item 3. – “Key Information – Risk Factors,” we are dependent upon a limited number of major customers for a significant portion of our revenues. Our revenues and business operation are subject to fluctuation if there is a loss of orders from any of our largest customers. Further, the pricing of our scale products is becoming increasingly competitive, especially to our customers in the United States and Germany, who contributed approximately 95% of our revenue during the fiscal year ended March 31, 2013.

During the fiscal year ended March 31, 2011, net sales from continuing operations were approximately \$28,387,000, and net loss was approximately \$1,560,000. During the fiscal year ended March 31, 2012, net sales from continuing operations were approximately \$26,682,000, and net loss was approximately \$902,000. During the fiscal year ended March 31, 2013, net sales from continuing operations were approximately \$30,386,000, and net loss was approximately \$754,000.

Labor costs per worker are increasing in China. In accordance with the new minimum wage set by the local authorities, we increased the minimum wage for labor from RMB 1,320 (or approximately \$206) per month beginning April 1, 2011, to RMB 1,500 (or approximately \$238) per month beginning February 1, 2012, and then to RMB 1,600 (or approximately \$254) per month beginning March 1, 2013. We believe that increased labor costs in China will have a significant effect on our total production costs and results of operations and that we will not be able to continue to increase our production at our manufacturing facilities without substantially increasing our non-production salaries and related costs. This increase in minimum wage will increase our labor costs by 6.7%, or approximately \$267,000, annually. Our labor costs represented approximately 15.8% of our total production costs in the fiscal year ended March 31, 2013, compared to 17.8% in the fiscal year ended March 31, 2012. The decrease in overall labor costs were the result of transferring production processes from our Shenzhen factory to our Xinxing factory. We started hiring workers to work in our Xinxing factory during the fiscal year ended March 31, 2013. Management believes that we will be able to decrease our overall labor costs after we have moved all of our operations to the new Xinxing facility, because the minimum wage at Xinxing was RMB 1,010 (or approximately \$160) beginning May 1, 2013. There can be no assurance that labor costs will not further increase or that any additional increase in labor costs will not have a material adverse effect upon our results of operations.

We have not experienced significant difficulties in obtaining raw materials for our products, and management does not anticipate any such difficulties in the foreseeable future. Prices of raw materials increased during the fiscal year ended March 31, 2011, but did not vary significantly during the fiscal years ended March 31, 2013 and 2012. There can be no assurance that raw material costs will not fluctuate or that any additional increase in raw material costs will not have a material adverse effect upon our results of operations.

## Operating Results

The following table sets forth selected income data as a percentage of net sales for the periods indicated:

Statement of Operations Data	Fiscal Year Ended March 31,		
	2011	2012	2013
	%	%	%
Net sales	100.0	100.0	100.0
Cost of sales	(87.2)	(85.4)	(83.1)
Gross margin	12.8	14.6	16.9
Selling expenses	(0.9)	(1.0)	(0.9)
Salaries and related costs	(9.6)	(9.5)	(8.6)
Research and development expenses	(1.2)	(1.2)	(1.3)
Administration and general expenses	(6.9)	(9.3)	(7.9)
Gain from disposal of subsidiary	—	5.4	—
Loss from operations	(5.7)	(1.0)	(1.8)
Interest income	0.0	0.0	0.0
Interest expenses	(0.2)	(0.3)	(0.2)
Foreign exchange loss	(0.5)	(2.6)	(0.9)
Other income	1.3	0.5	0.5
Loss before income taxes	(5.0)	(3.4)	(2.4)
Income tax expenses	(0.0)	(0.0)	(0.1)
Loss from continuing operations	(5.0)	(3.4)	(2.5)
Loss from discontinued operations	(0.5)	—	—
Net loss	(5.5)	(3.4)	(2.5)

### Fiscal year ended March 31, 2013 compared to fiscal year ended March 31, 2012

*Net Sales* . Our sales increased approximately \$3,704,000, or 13.9%, from approximately \$26,682,000 for the fiscal year ended March 31, 2012 to approximately \$30,386,000 for the fiscal year ended March 31, 2013. The increase in sales was primarily due to an increased demand for our scales products.

*Gross Margin* . Gross margin as a percentage of revenue increased to approximately 16.9% during the fiscal year ended March 31, 2013, as compared to approximately 14.6% during the fiscal year ended March 31, 2012. The higher gross margin was primarily the result of the reduced labor costs due to increase in efficiency and transfer of production processes to our Xinxing factory. Our labor costs represented approximately 15.8% of our total production costs in the fiscal year ended March 31, 2013, compared to 17.8% in the fiscal year ended March 31, 2012.

*Selling Expenses* . Selling expenses increased slightly by approximately \$1,000 from approximately \$267,000 for the fiscal year ended March 31, 2012 to approximately \$268,000 for the fiscal year ended March 31, 2013, or 0.4%.

*Salaries And Related Costs* . Salaries and related costs increased by approximately \$101,000, or 4.0%, from approximately \$2,526,000 for the fiscal year ended March 31, 2012 to approximately \$2,627,000 for the fiscal year ended March 31, 2013. The increase in salaries and related costs was primarily the result of increase in salary of staff in China in accordance with the increase in minimum wage.

*Research And Development* . Research and development expenses increased approximately \$84,000, or 26.9%, from approximately \$312,000 for the fiscal year ended March 31, 2012 to approximately \$396,000 for the fiscal year ended March 31, 2013. The increase in research and development was primarily the result of increased headcount of engineers in accordance with increased projects during the fiscal year ended March 31, 2013. Research and development expenses account for 1.3% of net revenue for the fiscal year ended March 31, 2013, and for 1.2% of net revenue for the fiscal year ended March 31, 2012.

*Administration And General Expenses*. Administration and general expenses decreased by approximately \$90,000, or 3.7%, from approximately \$2,492,000 for the fiscal year ended March 31, 2012 to approximately \$2,402,000 for the fiscal year ended March 31, 2013. The decrease is primarily attributable to the fact that for the fiscal year ended March 31, 2012, the Company paid approximately \$565,000 to a bank under a bank guarantee that the Company had provided for Gram Precision, which was offset by significantly higher utility costs associated with the operation of two factories during the fiscal year ended March 31, 2013.

*Gain from Liquidation of Subsidiary* . Since Korona was liquidated during the fiscal year ended March 31, 2012, the Company recorded a gain of approximately \$1,448,000. There was no gain from liquidation of a subsidiary during the fiscal year ended March 31, 2013.

*Loss From Operations* . As a result of the factors described above, loss from operations increased by 128.9% from a loss of approximately \$249,000 for the fiscal year ended March 31, 2012 to a loss of approximately \$570,000 for the fiscal year ended March 31, 2013.

*Interest Income* . Interest income remained at approximately \$7,000 for the fiscal years ended March 31, 2013 and 2012.

*Interest Expenses* . Interest expenses decreased approximately \$19,000, or 21.8%, from approximately \$87,000 for the fiscal year ended March 31, 2012 to approximately \$68,000 for the fiscal year ended March 31, 2013. This decrease was primarily the result of an increase in utilization of factoring with lower interest rate during the fiscal year ended March 31, 2013.

*Foreign Exchange Loss*. Foreign exchange loss decreased approximately \$442,000, or 62.9%, from approximately \$703,000 for the fiscal year ended March 31, 2012 to approximately \$261,000 for the fiscal year ended March 31, 2013. This decrease was primarily the result of the decreased magnitude of appreciation of the Chinese Renminbi compared to the United States Dollar during the fiscal year ended March 31, 2013.

*Other Income.* Other income increased approximately \$35,000, or 26.5%, from approximately \$132,000 for the fiscal year ended March 31, 2012 to approximately \$167,000 for the fiscal year ended March 31, 2013. The increase was primarily the result of the increase in rental income and gain from forward contracts during the fiscal year ended March 31, 2013.

*Income Tax Expense.* Income tax expense was \$29,000 during the fiscal year ended March 31, 2013, as compared to \$2,000 during the fiscal year ended March 31, 2012. The income tax expense is primarily due to the under provision for taxation for fiscal year ended March 31, 2012.

*Net Loss.* As a result of the factors described above, net loss decreased from a loss of approximately \$902,000 for the fiscal year ended March 31, 2012 to a loss of approximately \$754,000 for the fiscal year ended March 31, 2013, a decrease in loss of approximately \$148,000, or 16.4%.

*Foreign Currency Translation Adjustments.* Foreign currency translation adjustments, net of tax, decreased from approximately \$353,000 for the fiscal year ended March 31, 2012 to a gain of approximately \$62,000 for the fiscal year ended March 31, 2013, a decrease of approximately \$291,000, or 82.4%. The decreased foreign currency translation adjustment, net of tax, was primarily the result of reduced fluctuation of the Chinese Renminbi against the United States Dollar.

*Comprehensive Loss.* As a result of the factors described above, comprehensive loss increased from a loss of approximately \$549,000 for the fiscal year ended March 31, 2012 to a loss of approximately \$692,000 for the fiscal year ended March 31, 2013, an increase of approximately \$143,000, or 26.0%.

#### **Fiscal year ended March 31, 2012 compared to fiscal year ended March 31, 2011**

*Net Sales.* Our sales decreased approximately \$1,705,000, or 6.0%, from approximately \$28,387,000 for the fiscal year ended March 31, 2011 to approximately \$26,682,000 for the fiscal year ended March 31, 2012. The decrease in sales was primarily the result of the overall decrease in demand for our products.

*Gross Margin.* Gross margin as a percentage of revenue increased to approximately 14.6% during the fiscal year ended March 31, 2012, as compared to approximately 12.8% during the fiscal year ended March 31, 2011. The higher gross margin was primarily the result of reduced manufacturing cost due to increase in efficiency.

*Selling Expenses.* Selling expenses increased by approximately \$18,000 from approximately \$249,000 for the fiscal year ended March 31, 2011 to approximately \$267,000 for the fiscal year ended March 31, 2012, or 7.2%. Local freight costs and related selling expenses increased during the year due to increased shipping costs during the fiscal year ended March 31, 2012.

*Salaries And Related Costs* . Salaries and related costs decreased by approximately \$190,000, or 7.0%, from approximately \$2,716,000 for the fiscal year ended March 31, 2011 to approximately \$2,526,000 for the fiscal year ended March 31, 2012. The decrease in salaries and related costs was primarily the result of decreased headcount in Hong Kong and China.

*Research And Development* . Research and development expenses decreased approximately \$22,000, or 6.6%, from approximately \$334,000 for the fiscal year ended March 31, 2011 to approximately \$312,000 for the fiscal year ended March 31, 2012. The decrease in research and development was primarily the result of decreased headcount of engineers during the fiscal year ended March 31, 2012.

*Administration And General Expenses*. Administration and general expenses increased by approximately \$533,000, or 27.2%, from approximately \$1,959,000 for the fiscal year ended March 31, 2011 to approximately \$2,492,000 for the fiscal year ended March 31, 2012. The increase was primarily the result of a payment of approximately \$565,000 to Gram Precision's bank as Gram Precision was under liquidation and the Company had a guarantee to that bank to secure Gram Precision's banking facilities, which continued from the fiscal year ended March 31, 2008 when Gram Precision was a subsidiary of the Company.

*Gain from Liquidation of Subsidiary* . Since Korona was liquidated during the fiscal year ended March 31, 2012, the Company recorded a gain of approximately \$1,448,000.

*Loss From Operations* . As a result of the factors described above, loss from operations decreased by 86.0% from a loss of approximately \$1,631,000 for the fiscal year ended March 31, 2011 to a loss of approximately \$249,000 for the fiscal year ended March 31, 2012.

*Interest Income* . Interest income increased by \$1,000, or 16.7%, from approximately \$6,000 for the fiscal year ended March 31, 2011 to approximately \$7,000 for the fiscal year ended March 31, 2012. The increase was the result of increased deposits in savings accounts during the fiscal year ended March 31, 2012.

*Interest Expenses* . Interest expenses increased approximately \$31,000, or 55.4%, from approximately \$56,000 for the fiscal year ended March 31, 2011 to approximately \$87,000 for the fiscal year ended March 31, 2012. This increase was primarily the result of an increase in utilization of the Company's banking facilities during the fiscal year ended March 31, 2012.

*Foreign Exchange Loss*. Foreign exchange loss increased approximately \$573,000, or 440.8%, from approximately \$130,000 for the fiscal year ended March 31, 2011 to approximately \$703,000 for the fiscal year ended March 31, 2012. This increase was primarily the result of the appreciation of the Chinese Renminbi compared to the United States Dollar during the fiscal year ended March 31, 2012.

*Other Income*. Other income decreased approximately \$52,000, or 28.3%, from approximately \$184,000 for the fiscal year ended March 31, 2011 to approximately \$132,000 for the fiscal year ended March 31, 2012. The decrease was primarily the result of the decrease in recoverable bad debt from the sale of Gram Precision that was previously impaired. During the fiscal year ended March 31, 2011, the Company recovered \$45,000, while the Company recovered \$0 during the fiscal year ended March 31, 2012.

*Income Tax Expense* . Income tax expense was \$2,000 during the fiscal year ended March 31, 2012, as compared to \$0 during the fiscal year ended March 31, 2011. The income tax expense is a result of gains in a subsidiary during the fiscal year ended March 31, 2012.

*Loss from Discontinued Operations*. Loss from discontinued operations decreased approximately \$129,000 from \$129,000 for the fiscal year ended March 31, 2011 to approximately \$0 for the fiscal year ended March 31, 2012. The decrease was the result of no activities for the discontinued operations, and the discontinued operations were liquidated during the fiscal year ended March 31, 2012.

*Net Loss* . As a result of the factors described above, net loss decreased from a loss of approximately \$1,560,000 for the fiscal year ended March 31, 2011 to a loss of approximately \$902,000 for the fiscal year ended March 31, 2012, a decrease in loss of approximately \$658,000, or 42.2%.

*Foreign Currency Translation Adjustments*. Foreign currency translation adjustments, net of tax, increased from approximately \$199,000 for the fiscal year ended March 31, 2011 to a gain of approximately \$353,000 for the fiscal year ended March 31, 2012, an increase of approximately \$154,000, or 77.4%. The increased foreign currency translation adjustment, net of tax, was primarily the result of fluctuation of the Chinese Renminbi against the United States Dollar.

*Comprehensive Loss*. As a result of the factors described above, comprehensive loss decreased from a loss of approximately \$1,361,000 for the fiscal year ended March 31, 2011 to a loss of approximately \$549,000 for the fiscal year ended March 31, 2012, a decrease of approximately \$812,000, or 59.7%.

### **Impact of Inflation**

We believe that inflation had an impact on our business during the fiscal years ended March 31, 2012 and 2013. The minimum wage increased from RMB 1,100 (or approximately \$162) per month beginning July 1, 2010 to RMB 1,320 (or approximately \$206) per month beginning April 1, 2011, and was later increased to RMB 1,500 (or approximately \$238) per month beginning February 1, 2012, and to RMB 1,600 (or approximately \$254) per month beginning March 1, 2013. As a result, we believe that inflation will continue to increase our operating costs and cost of raw materials and have a significant impact upon us in the future. We have generally been able to modify and improve our product designs so that we could either increase the prices of our products or lower the production costs in order to keep pace with inflation. Oil prices have been volatile in recent years. If oil prices increase, it will likely result in an increase in the cost of components to us, as well as an increase in our operating expenses, which will have a material adverse effect upon our business and results of operations. Further, the increase in labor costs and operating costs in the PRC had a material impact on our profitability.

## Taxation

The companies comprising the Group are subject to tax on an entity basis on income arising in, or derived from, Hong Kong, and the PRC. The current rate of taxation of the subsidiary operating in Hong Kong is 16.5%. The Group is not subject to income taxes in the British Virgin Islands.

The tax rates for our subsidiary in PRC were 24% in 2011 and 25% in 2012 and beyond. There is no tax payable in Hong Kong on offshore profit or on dividends paid to Bonso Electronics Limited by its subsidiaries or to us by Bonso Electronics Limited. Therefore, our overall effective tax rate may be lower than that of most United States corporations; however, this advantage could be materially and adversely affected by changes in the tax laws of the British Virgin Islands, Hong Kong or China.

On March 16, 2007, the Chinese government enacted a unified enterprise income tax law, or "EIT," which became effective on January 1, 2008. Prior to the EIT, as a foreign invested enterprise, or "FIE," located in Shenzhen of the PRC, our PRC subsidiaries enjoyed a national income tax rate of 15% and were exempted from the 3% local income tax. The preferential tax treatment to our subsidiaries in the PRC of qualifying for tax refunds as a result of reinvesting their profits earned in previous years in the PRC also expired on January 1, 2008. Under the EIT, apart from those qualified as high-tech enterprises, most domestic enterprises and FIEs will be subject to a single PRC enterprise income tax rate of 25% in year 2012 and afterward.

Efforts by the Chinese government to increase tax revenues could result in decisions or interpretations of the tax laws by the Chinese tax authorities that are unfavorable to us and which increase our future tax liabilities or deny our expected refunds. Changes in Chinese tax laws or their interpretation or application may subject us to additional Chinese taxation in the future.

No reciprocal tax treaty regarding withholding taxes exists between the United States and the British Virgin Islands. Under current British Virgin Islands law, dividends, interest or royalties paid by us to individuals are not subject to tax as long as the recipient is not a resident of the British Virgin Islands. If we were to pay a dividend, we would not be liable to withhold any tax, but shareholders would receive gross dividends, irrespective of their residential or national status.

During the fiscal years ended March 31, 2011, 2012 and 2013, certain of our subsidiaries were, and continue to be, subject to inquiries from the local tax authorities. Upon the adoption of ASC 740 (formerly FIN 48), "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109," the Company recorded a provision of approximately \$2,164,000 in relation to uncertain tax positions as of April 1, 2007. The assessment is subject to final determination by the local tax authorities and may be different from what we have recorded as a provision. As such, there can be no assurance that the inquiry will not result in imposing additional income tax expense on the Group, which could have a material adverse effect upon the Group and its results of operations. According to the requirement from the local tax authorities, the Company has purchased tax reserve certificates for approximately \$1,710,000 for the fiscal years in review, for the potential payment to the tax authority.

Contractual arrangements we have entered into among us and our subsidiaries in different locations may be subject to scrutiny by respective tax authorities, and a finding against the Company and its subsidiaries may result in additional tax liabilities that could substantially reduce our consolidated net income. We could face material and adverse tax consequences if respective tax authorities determine that the contractual arrangements among our subsidiaries and Bonso do not represent an arm's length price and adjust Bonso's or its subsidiaries' income. Our consolidated net income may be materially and adversely affected if our affiliated entities' tax liabilities increase.

Dividends, if any, paid to any United States resident or citizen shareholder are treated as dividend income for United States federal income tax purposes. Such dividends are not eligible for the 70% dividends-received deduction allowed to United States corporations on dividends from a domestic corporation under Section 243 of the United States Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). Various Internal Revenue Code provisions impose special taxes in certain circumstances on non-United States corporations and their shareholders. You are urged to consult your tax advisor with regard to such possibilities and your own tax situation.

In addition to United States federal income taxation, shareholders may be subject to state and local taxes upon their receipt of dividends.

### Foreign Currency Exchange Rates

We sell most of our products to international customers. Our principal export markets are North America (mainly the United States), Europe (mainly Germany) and Asia. Other markets are other European countries (such as the United Kingdom), Australia and Africa. Sales to international customers are made directly by us to our customers. We sell all of our products in United States Dollars and pay for our material components principally in United States Dollars and Hong Kong Dollars. A very small portion of the components used are paid for in Japanese Yen. Most factory expenses incurred are paid in Chinese Renminbi. Because the Hong Kong Dollar is pegged to the United States Dollar, in the past our only material foreign exchange risk previously arose from potential fluctuations in the Chinese Renminbi and a devaluation in United States Dollars. For the reasons discussed in the paragraphs below, management believes that it may be possible that there will be some fluctuation in the coming year. During the fiscal year ended March 31, 2013, we experienced a foreign currency loss of approximately \$261,000.

A summary of our debts from our banking facilities utilized as at March 31, 2012 and 2013 which was subjected to foreign currency risk is as follows:

	March 31, 2012 \$ in thousands	March 31, 2013 \$ in thousands
Hong Kong dollars	1,870	3,813

The amount above is due within one year.

Fluctuations in the value of the Hong Kong Dollar have not been significant since October 17, 1983, when the Hong Kong government tied the value of the Hong Kong Dollar to that of the United States Dollar. However, there can be no assurance that the value of the Hong Kong Dollar will continue to be tied to that of the United States Dollar. China adopted a floating currency system on January 1, 1994, unifying the market and official rates of foreign exchange. China approved current account convertibility of the Chinese Renminbi on July 1, 1996, followed by formal acceptance of the International Monetary Fund's Articles of Agreement on December 1, 1996. These regulations eliminated the requirement for prior government approval to buy foreign exchange for ordinary trade transactions, though approval is still required to repatriate equity or debt, including interest thereon. From 1994 until July 2005, the Chinese Renminbi had remained stable against the U.S. Dollar at approximately 8.28 to 1.00 U.S. Dollar. On July 21, 2005, the Chinese currency regime was altered to link the RMB to a "basket of currencies," which includes the United States Dollar, Euro, Japanese Yen and Korean Won. Under the rules, the RMB is allowed to move 0.3% on a daily basis against the United States Dollar. The People's Bank of China, on May 21 2007, widened the RMB trading band from 0.3% daily movement against the United States Dollar to 0.5%. On June 20, 2010, the PBOC announced that the PRC government would further reform the RMB exchange rate regime and increase the flexibility of the exchange rate. It is difficult to predict how this new policy may impact the RMB exchange rate. As of July 15, 2013, the RMB was valued at 6.17 per U.S. Dollar. There can be no assurance that these currencies will remain stable or will fluctuate to our benefit.

To manage our exposure to foreign currency and translation risks, we may purchase currency exchange forward contracts, currency options, or other derivative instruments, provided such instruments may be obtained at suitable prices.

### **Liquidity and Capital Resources**

We have financed our growth and cash needs to date primarily from internally generated funds and bank debt. We do not use off-balance sheet financing arrangements, such as securitization of receivables or obtaining access to assets through special purpose entities, as sources of liquidity. Our primary uses of cash have been to fund expansions and upgrades of our manufacturing facilities.

Operating activities used \$187,000 of net cash for the fiscal year ended March 31, 2013, as compared to \$474,000 of net cash generated from operating activities during the fiscal year ended March 31, 2012. This increase in the amount of cash used by operating activities was primarily attributable to the increase in trade receivables and income tax recoverable as of March 31, 2013, when compared to that of March 31, 2012.

As of March 31, 2013, we had approximately \$2,154,000 in cash and cash equivalents, as compared to \$3,014,000 in cash and cash equivalents as of March 31, 2012. Working capital at March 31, 2013 was approximately \$292,000, as compared to \$2,914,000 at March 31, 2012. The decrease in working capital is the result of an increase in investing activities for a total of approximately \$2,214,000 for acquisition of intangible assets and property, plant and equipment. We believe there are no material restrictions (including foreign exchange controls) on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, advances or product/material purchases. We believe our working capital is sufficient for our present requirements.

As of March 31, 2013, we had approximately \$2,759,000 in net trade receivables, as compared to \$2,081,000 as of March 31, 2012. This increase of \$678,000 was primarily attributable to increased sales close to the end of the fiscal year, compared to that of March 31, 2012.

As of March 31, 2013, we had approximately \$5,460,000 in inventories, as compared to \$4,105,000 as of March 31, 2012. This increase of \$1,355,000 was primarily attributable to increase of inventory in projection of the higher sales amount after March 31, 2013 .

As of March 31, 2013, we had a total of approximately \$10,069,000 in notes payable and accounts payable, as compared to \$6,902,000 as of March 31, 2012. The increase of \$3,167,000 was primarily attributable to the increased accounts payable and notes payable due to the increase in material purchases as a result of increased orders received as of March 31, 2013, compared to that of March 31, 2012.

As of March 31, 2013, we had in place general banking facilities with one financial institution with amounts available aggregating approximately \$10,000,000 (2012: \$8,183,000). Such facilities include the ability to obtain overdrafts, letters of credit, short-term notes payable, factoring, short-term loans and long-term loans. As of March 31, 2013, we had utilized approximately \$3,813,000 from these general banking facilities. Interest on this indebtedness fluctuates with the prime rate and the Hong Kong Interbank Offer Rate as set by the Hong Kong Bankers Association. The bank credit facilities are collateralized by our bank guarantee. Our bank credit facilities are due for renewal annually. We anticipate that the banking facilities will be renewed on substantially the same terms and our utilization in the next year will remain at a similar level as that in the current year. During the fiscal years ended March 31, 2012 and 2013, we paid a total of approximately \$87,000 and \$68,000, respectively, in interest on indebtedness for continuing operations.

Our current ratio decreased from 1.31 as of March 31, 2012 to 1.02 as of March 31, 2013. Our quick ratio decreased from 0.87 as of March 31, 2012 to 0.63 as of March 31, 2013.

The minimum wage was increased to RMB 1,320 (or approximately \$206) beginning April 1, 2011, and was later increased to RMB 1,500 (or approximately \$238) per month beginning February 1, 2012, and to RMB 1,600 (or approximately \$254) per month beginning March 1, 2013. This increase in minimum wage will increase our labor costs by 6.7%, or approximately \$267,000, annually. Management expects that we will have lower labor costs once our entire manufacturing operation has been moved to Xinxing.

During the fiscal year ending March 31, 2014, we expect we will need to expend approximately \$260,000 on the leasehold improvement of our facility in Xinxing, China.

We believe that our cash flows from operations, our current cash balance and funds available under our working capital and credit facilities will be sufficient to meet our working capital needs and planned capital expenditures for at least the next 12 to 24 months. However, a decrease in the demand for our products or increase in our costs of goods sold or expenses may affect our internally generated funds, and we would further look to our banking facilities to meet our working capital demands.

### Commitments

The following table sets forth information with respect to our commitments as of March 31, 2013:

	<b>Payments due by Period</b>				
	<b>Total</b>	<b>Within 1 year</b>	<b>Within 1 to 3</b>	<b>Within 3 to 5</b>	<b>More than 5</b>
	<u>\$ in thousands</u>	<u>\$ in thousands</u>	<u>years</u>	<u>years</u>	<u>years</u>
Notes payable and bank overdrafts and loans <sup>(1)</sup>	\$ 3,813	\$ 3,813	\$ 0	\$ 0	\$ 0
Operating leases	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Capital leases	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Construction in Xinxing	\$ 260	\$ 260	\$ 0	\$ 0	\$ 0
Interest on capital leases	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Income tax liabilities <sup>(2)</sup>	\$ 2,595	\$ 0	\$ 2,595	\$ 0	\$ 0
<b>Total</b>	<b>\$ 6,668</b>	<b>\$ 4,073</b>	<b>\$ 2,595</b>	<b>\$ 0</b>	<b>\$ 0</b>

(1) Represents amounts due within one year under our banking facilities agreement.

(2) Effective April 1, 2007, the Company adopted ASC 740. As a result of the adoption of ASC 740, the Company recognized an approximately \$1,170,000 increase in the liability for unrecognized tax benefits and penalties of approximately \$994,000, which were accounted for as a reduction to the April 1, 2007 balance of retained earnings. The Company assessed its tax position during the fiscal year ended March 31, 2013 and concluded that the same tax liability was carried forward.

For a discussion of interest rates on our notes payable and short-term loans, see "Item 11. - Qualitative and Quantitative Disclosures About Market Risk" below.

### Critical Accounting Policies

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our financial statements. The SEC has defined the most critical accounting policies as the ones that are most important to the portrayal of our financial condition and results and require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our most critical policies include inventories, impairment, trade receivables and deferred income taxes.

Below, we discuss these policies further, as well as the estimates and judgments involved. We believe that our other policies either do not generally require us to make estimates and judgments that are as difficult or as subjective, or it is less likely that they would have a material impact on our reported results of operations for a given period. For a discussion of all our significant accounting policies, see footnote 1 to the Consolidated Financial Statements included elsewhere in this Annual Report.

### **Inventories**

Inventories are stated at the lower of cost or net realizable value with cost determined on a first-in, first-out basis. Net realizable value is the price at which inventories can be sold in the normal course of business after allowing for the costs of completion and disposal. The Company continuously reviews slow-moving and obsolete inventory and assesses any inventory obsolescence based on inventory levels, material composition and expected usage as of that date.

### **Revenue Recognition**

No revenue is recognized unless there is persuasive evidence of an arrangement, the price to the buyer is fixed or determinable, delivery has occurred and collectability of the sales price is reasonably assured. Revenue is recognized when title and risk of loss transfers to the customer, which is generally when the product is leaving the ports of Hong Kong or Shenzhen as designated by our customers. Shipping costs billed to our customers are included within revenue. Associated costs are classified in cost of sales.

The Company provides to certain customers an additional one to two percent of certain products ordered in lieu of a warranty, which are recognized as cost of sales when these products are shipped to customers from our facilities. In addition, certain products sold by the Company are subject to a limited product quality warranty. The Company accrues for estimated incurred but unidentified quality issues based upon historical activity and known quality issues if a loss is probable and can be reasonably estimated. The standard limited warranty period is one to three years. Quality returns, refunds, rebates and discounts are recorded net of sales if they are within the warranty period. All sales are based upon firm orders with fixed terms and conditions, which generally cannot be modified. Historically, we have not experienced material differences between our estimated amounts of quality returns, refunds, rebates and discounts and the actual results. In all contracts, there is no price protection or similar privilege in relation to the sale of goods.

Due to similar contractual terms, the Company's revenue recognition policies do not differ among its significant product lines (i.e., sensor based scales versus wireless products) and among various marketing venues used by the Company (i.e., distributors and direct sales force) and do not vary in different parts of the world.

### **Long-Lived Assets Including Goodwill and Other Acquired Intangible Assets**

Long-lived assets held and used by the Group and intangible assets, excluding goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Group evaluates recoverability of assets to be held and used by comparing the carrying amount of an asset to future net undiscounted cash flows to be generated by the asset. If such assets are considered to be impaired, the impairment loss is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets calculated using a discounted future cash flows analysis.

## **Trade Receivables**

Provision is made against trade receivables to the extent that collection is considered to be doubtful. This provision is primarily determined from our monthly aging analysis. It also requires judgment regarding the collectability of certain receivables, as certain receivables may be identified as collectible that are subsequently uncollectible and which could result in a subsequent write-off of the related receivable to the statement of operations. Most of the Company's trade receivables are generally unsecured, except for two customers with receivables covered by credit insurance. To determine the necessity of a provision, the Company analyzes the age of the receivables and the customer's ability to pay based on past payment history, financial statements and various information of the customer. Any change in the collectability of accounts receivable that were not previously provided for could significantly change the calculation of such provision and the results of our operations.

## **Income Taxes, Deferred Income Taxes**

The Company complies with ASC 740 which prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Only tax positions that meet the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized upon adoption of ASC 740. The Company's accounting policy is to treat interest and penalties as a component of income taxes.

Amounts in the consolidated financial statements related to income taxes are calculated using the principles of ASC 740. ASC 740 requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial reporting basis and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Future tax benefits, such as net operating loss carry forwards, are recognized as deferred tax assets. Recognized deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

## **Research and Development, Patents and Licenses, Etc.**

We believe that our engineering and product development capabilities are important to the future success of our business. We have successfully lowered the costs of our research and development team by moving most research and development activities to our facility in China and principally employing Chinese engineers and technicians at costs that are substantially lower than those that would be required in Hong Kong. Research and development costs are expensed in the financial period during which they are incurred.

## **Trend Information**

Although we are optimistic about our future in the manufacture and sale of sensor-based scales products, we are dependent upon a limited number of customers for a significant portion of our revenues, and the loss of any of these customers could have a material adverse effect upon us and our results of operations. As of March 31, 2013, our backlog of manufacturing orders was \$8,033,000 as compared to \$8,459,000 as of March 31, 2012. We expect that the demand for our products will increase in the fiscal year ending March 31, 2014, compared with that in the fiscal year ended March 31, 2013.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## **Recent Accounting Pronouncements**

The new accounting pronouncements in the United States that may be relevant to the Group are as follows:

In July 2012, the FASB issued Accounting Standard Update No. 2012-02, “Intangibles—Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment” (“ASU 2012-02”), which affords an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity’s financial statements for the most recent annual or interim period have not yet been issued. The Company does not believe that adoption of ASU 2012-02 will have a significant impact on its financial position, results of operations or cash flows.

## Item 6. Directors, Senior Management and Employees

### Directors and Senior Management

Our board of directors and executive officers are listed below:

<u>Name</u>	<u>Age</u>	<u>Position with Bonso</u>
Anthony So	70	Chairman of the Board, Chief Executive Officer and Director, President and Treasurer
Andrew So	27	Director, Chief Operating Officer
Kim Wah Cuung	55	Director of Engineering and Research and Development and Director
Woo-Ping Fox	64	Director
Henry F. Schlueter	62	Director and Assistant Secretary
Albert So	35	Director, Chief Financial Officer and Secretary

ANTHONY SO is the founder of Bonso. He has been our Chairman of the Board of Directors since July 1988. He was appointed as the Chief Executive Officer and President on November 16, 2006. Mr. So received his BSE degree in civil engineering from National Taiwan University in 1967 and a Master degree in Business Administration (“MBA”) from the Hong Kong campus of the University of Hull, Hull, England in 1994. Mr. So has been Chairman of the Hong Kong GO Association since 1986 and also served as Chairman of the Alumni Association of National Taiwan University for the 1993-1994 academic years. Mr. So has served as a trustee of the Chinese University of Hong Kong, New Asia College since 1994.

ANDREW SO joined the Company in August 2009 and has been a director since February 25, 2012. Mr. So currently holds the position of Chief Operating Officer and oversees the Company’s daily operations. Mr. So graduated with distinctions in 2008 from the University of Toronto, Canada, with a Bachelor of Commerce degree (BComm). From 2008 to 2009, prior to his employment with the Company, Mr. So worked as a Derivatives Analyst at State Street Trust Company Canada, Toronto, Canada.

KIM WAH CHUNG has been a director since September 21, 1994. Mr. Chung has been employed by us since 1981 and currently holds the position of Director of Engineering and Research and Development. Mr. Chung is responsible for all research projects and product development. Mr. Chung’s entire engineering career has been spent with Bonso, and he has been involved in all of our major product developments. Mr. Chung graduated with honors in 1981 from the Chinese University of Hong Kong with a Bachelor of Science degree in electronics.

WOO-PING FOK was elected to our Board of Directors on September 21, 1994. Mr. Fok has practiced law in Hong Kong since 1991 and is a Consultant with Messrs. C.K. Mok & Co. Mr. Fok’s major areas of practice include conveyancing and real property law, corporations and business law, commercial transactions and international trade with a special emphasis in China trade matters. Mr. Fok was admitted to the Canadian Bar as a Barrister & Solicitor in December 1987 and was a partner in the law firm of Woo & Fok, a Canadian law firm with its head office in Edmonton, Alberta, Canada. In 1991, Mr. Fok was qualified to practice as a Solicitor of England & Wales, a Solicitor of Hong Kong and a Barrister & Solicitor of Australian Capital Territory.

HENRY F. SCHLUETER has been a director since October 2001 and has been our Assistant Secretary since October 6, 1988. Since 1992, Mr. Schlueter has been the Managing Director of Schlueter & Associates, P.C., a law firm, practicing in the areas of securities, mergers and acquisitions, finance and corporate law. Mr. Schlueter has served as our United States corporate and securities counsel since 1988. From 1989 to 1991, prior to establishing Schlueter & Associates, P.C., Mr. Schlueter was a partner in the Denver, Colorado office of Kutak Rock (formerly Kutak, Rock & Campbell), and from 1984 to 1989, he was a partner in the Denver office of Nelson & Harding. Mr. Schlueter is a member of the American Institute of Certified Public Accountants, the Colorado and Denver Bar Associations, and the Wyoming State Bar.

ALBERT SO was appointed as the Chief Financial Officer of the Company in March 2009. Mr. So was first employed as the Financial Controller of the Company in January 2008 and as a management trainee of the Company in November 2004. Mr. So has been a director since March 1, 2013. Prior to his employment as a management trainee of the Company, Mr. So was a student. Mr. So is a Certified Management Accountant, Financial Risk Manager, and received a Master degree in Business Administration from Heriot-Watt University, Edinburgh, United Kingdom, and a Bachelor degree in Mathematics from Simon Fraser University in Burnaby, British Columbia, Canada.

Anthony So, the Company's President, Chief Executive Officer and Chairman of the Board of Directors is the father of Andrew So, the Company's Chief Operating Officer, and Albert So, the Company's Chief Financial Officer.

No arrangement or understanding exists between any such director or officer and any other persons pursuant to which any director or executive officer was elected as a director or executive officer. Our directors are elected annually and serve until their successors take office or until their death, resignation or removal. The executive officers serve at the pleasure of the Board of Directors.

### **Compensation**

The aggregate amount of compensation paid by us and our subsidiaries during the year ended March 31, 2013 to all directors, former directors and officers as a group for services in all capacities was \$1,339,000. Total compensation for the benefit of Anthony So was \$857,000, for the benefit of Kim Wah Chung was \$160,000, for the benefit of Andrew So was \$124,000, for the benefit of Albert So was \$124,000 and for the benefit of Henry F. Schlueter was an aggregate of \$74,000. The \$74,000 listed as having been paid for the benefit of Mr. Schlueter was paid to his law firm, Schlueter & Associates, P.C., for legal services rendered. The amount for the year ended March 31, 2013, included unpaid vacation payments of \$57,000, \$9,000, \$5,000 for Anthony So, Kim Wah Chung, and Albert So, respectively.

We did not set aside or accrue any amounts to provide pension, retirement or similar benefits for directors and officers for the fiscal year ended March 31, 2013, other than contributions to our Provident Fund Plan, which aggregated \$16,000 for officers and directors.

### **Employment Agreements**

We have employment agreements with Anthony So and Kim Wah Chung. Mr. So's employment agreement provides for a maximum yearly salary of approximately \$800,000 per year plus bonus, and Mr. Chung's employment agreement provides for a maximum yearly salary of approximately \$200,000 per year plus bonus, as stated in their respective employment agreements, which expired on March 31, 2013. One of the properties of the Group in Hong Kong is also provided to Mr. So as part of his compensation. Mr. So's employment agreement contained a provision under which we would have been obligated to pay Mr. So all compensation for the remainder of his employment agreement and five times his annual salary and bonus compensation if a change of control, as defined in his employment agreement occurs. Both employment agreements with Anthony So and Kim Wah Chung were renewed automatically, and the respective employment agreements will expire on March 31, 2014.

## Options of Directors and Senior Management

The following table provides information concerning options owned by the directors and senior management at March 31, 2013.

<u>Name</u>	<u>Number of Common Shares Subject to Stock Options</u>	<u>Exercise Price Per Share</u>	<u>Expiration Date</u>
Woo-Ping Fok	10,000	\$ 6.12	March 25, 2014
	10,000	\$ 6.20	September 12, 2014
	10,000	\$ 4.50	December 4, 2015
Henry F. Schlueter	10,000	\$ 6.12	March 25, 2014
	10,000	\$ 6.20	September 12, 2014
	10,000	\$ 4.50	December 4, 2015

## Directors

Except as mentioned above, our directors do not receive any additional monetary compensation for serving in their capacities. All directors are reimbursed for all reasonable expenses incurred in connection with their services as a director.

## Employee retirement benefits

- (a) With effect from January 1, 1988, BEL, a wholly-owned foreign subsidiary of the Company in Hong Kong, implemented a defined contribution plan (the "Plan") with a major international assurance company to provide life insurance and retirement benefits for its employees. All permanent full time employees who joined BEL before December 2000, excluding factory workers, are eligible to join the provident fund plan. Eligible employees of the Plan are required to contribute 5% of their monthly salary, while BEL is required to contribute from 5% to 10% based on the eligible employee's salary, depending on the number of years of the eligible employee's service.

The Mandatory Provident Fund (the "MPF") was introduced by the Hong Kong Government and commenced in December 2000. BEL joined the MPF by implementing a plan with a major international assurance company. All permanent Hong Kong full time employees who joined BEL on or after December 2000, excluding factory workers, are eligible to join the MPF. Eligible employees' and the employer's contributions to the MPF are both at 5% of the eligible employee's monthly salary and are subject to a maximum mandatory contribution of HK\$1,000 (US\$128) monthly. The maximum mandatory contribution was increased to HK\$1,250 (US\$160) monthly starting from June 1, 2012.

Pursuant to the relevant PRC regulations, the Group is required to make contributions for each employee, at rates based upon the employee's standard salary base as determined by the local Social Security Bureau, to a defined contribution retirement scheme organized by the local Social Security Bureau in respect of the retirement benefits for the Group's employees in the PRC.

- (b) The contributions to each of the above schemes are recognized as employee benefit expense when they are due and are charged to the consolidated statement of income (loss). The Group's total contributions to the above schemes for the years ended March 31, 2011, 2012 and 2013 amounted to approximately \$318,000, \$239,000 and \$225,000, respectively. The Group has no other obligation to make payments in respect of retirement benefits of the employees.

#### **Board Practices**

All directors hold office until our next annual meeting of shareholders or until their respective successors are duly elected and qualified or their positions are earlier vacated by resignation or otherwise. All executive officers are appointed by the Board and serve at the pleasure of the Board. There are no director service contracts providing for benefits upon termination of employment or directorship.

#### **NASDAQ Exemptions and Home Country Practices**

NASDAQ Marketplace Rule 4350 provides that foreign private issuers may elect to follow certain home country corporate governance practices so long as they provide NASDAQ with a letter from outside counsel in its home country certifying that the issuer's corporate governance practices are not prohibited by home country law.

On July 19, 2005, we submitted a letter to NASDAQ certifying that certain of Bonso's corporate governance practices are not prohibited by the relevant laws of the British Virgin Islands. We will follow British Virgin Island law in respect to the following requirements:

- A majority of Bonso's board of directors will not be independent;
- Bonso will not have a nominating committee;
- Bonso will not have a compensation committee;
- Bonso's independent directors will not meet in executive session; and
- Bonso's audit committee may have only one member.

#### **Audit Committee**

Mr. Woo Ping Fok and Mr. Henry F. Schlueter are the members of the Audit Committee. Mr. Fok is "independent" as defined in the NASDAQ listing standards, and Mr. Schlueter may not be considered "independent" since his law firm serves as Bonso's United States counsel.

The Audit Committee was established to: (i) review and approve the scope of audit procedures employed by our independent auditors; (ii) review and approve the audit reports rendered by our independent auditors; (iii) approve the audit fee charged by the independent auditors; (iv) report to the Board of Directors with respect to such matters; (v) recommend the selection of independent auditors; and (vi) discharge such other responsibilities as may be delegated to it from time to time by the Board of Directors. Effective as of August 17, 2000, the Board of Directors adopted a formal charter for its Audit Committee, which was amended effective June 30, 2005.

## Employees

At March 31, 2013, we employed a total of 1,127 persons, as compared to 1,299 persons at March 31, 2012 and 1,487 persons at March 31, 2011; 13 employees in Hong Kong (12 in 2012 and 14 in 2011), 1,114 employees in China (1,287 in 2012 and 1,473 in 2011). Employees are not covered by collective bargaining agreements. We consider our global labor practices and employee relations to be good.

## Share Ownership

The following table shows the number of shares of common stock beneficially owned by our directors and executive officers as of June 30, 2013:

Name	Shares of Common Stock Owned of Record	Options Held	Total Number of Shares of Common Stock Beneficially Owned	Percent of Beneficial Ownership
Anthony So	2,281,770 <sup>(1)</sup>	0	2,281,770	40.9%
Kim Wah Chung	93,700	0	93,700	1.7%
Henry F. Schlueter	34,000	30,000 <sup>(2)</sup>	64,000	1.1%
Woo-Ping Fok	66,507	30,000 <sup>(3)</sup>	96,507	1.7%
Andrew So	0	0	0	0%
Albert So	0	0	0	0%
All Directors and Officers as a group (6 persons)	2,475,977	60,000	2,535,977	45.0%

Note: The number of shares outstanding is 5,246,903 shares, with 5,577,639 total number of shares issued, which includes 330,736 shares in treasury. The calculations above are based upon the number of shares issued of 5,577,639.

- (1) Includes 1,143,421 shares of common stock owned of record by a corporation that is wholly owned by a trust of which Mr. So is the sole beneficiary.
- (2) Includes options to purchase 10,000 shares of common stock at an exercise price of \$6.12 expiring on March 25, 2014, options to purchase 10,000 shares of common stock at an exercise price of \$6.20 per share expiring on September 12, 2014 and options to purchase 10,000 shares of common stock at an exercise price of \$4.50 per share expiring on December 4, 2015.
- (3) Includes options to purchase 10,000 shares of common stock at an exercise price of \$6.12 expiring on March 25, 2014, options to purchase 10,000 shares of common stock at an exercise price of \$6.20 per share expiring on September 12, 2014 and options to purchase 10,000 shares of common stock at an exercise price of \$4.50 per share expiring on December 4, 2015.

## **Stock Option and Bonus Plans**

### **The 1996 Stock Option Plan**

In October 1996, our stockholders adopted the 1996 Stock Option Plan (the “Employees’ Plan”), which provides for the grant of options to purchase an aggregate of not more than 400,000 shares of our common stock. In January 2000, our shareholders approved the proposal of the Board of Directors to increase from 400,000 to 900,000 in the aggregate the number of options to purchase common stock under the Employees’ Plan. The purpose of the Employees’ Plan is to make options available to management and employees in order to encourage them to secure or increase on reasonable terms their stock ownership and to encourage them to remain with the Company.

The Employees’ Plan is administered by a committee appointed by the Board of Directors which determines the persons to be granted options under the Employees’ Plan, the number of shares subject to each option, the exercise price of each option and the option period, subject to the requirement that no option may be exercisable more than ten years after the date of grant. The exercise price of an option may be less than the fair market value of the underlying shares of common stock. No options granted under the Employees’ Plan are transferable by the optionee other than by will or the laws of descent and distribution, and each option will be exercisable during the lifetime of the optionee only by such optionee.

The exercise price of an option granted pursuant to the Employees’ Plan may be paid in cash, by the surrender of options, in common stock, in other property, including the optionee’s promissory note, or by a combination of the above, at our discretion.

During the fiscal year ended March 31, 2013, no options were granted under the Employees’ Plan.

### **The 2004 Stock Option Plan**

On March 23, 2004, our stockholders adopted the 2004 Stock Option Plan (the “2004 Plan”), which provides for the grant of up to six hundred thousand (600,000) shares of the Company’s common stock in the form of stock options, subject to certain adjustments as described in the 2004 Plan.

The purpose of the 2004 Plan is to secure key employees to remain in the employ of the Company and to encourage such employees to secure or increase on reasonable terms their common stock ownership in the Company. The Company believes that the 2004 Plan promotes continuity of management and increased incentive and personal interest in the welfare of the Company.

The 2004 Plan is administered by a committee appointed by the Board of Directors, which consists of at least two but not more than three members of the Board, one of whom shall be a non-employee of the Company. The committee members currently are Anthony So and Woo-Ping Fok. The committee determines the specific terms of the options granted, including the employees to be granted options under the plan, the number of shares subject to each option grant, the exercise price of each option and the option period, subject to the requirement that no option may be exercisable more than 10 years after the date of grant. The exercise price of an option may be less than the fair market value of the underlying shares of common stock. No options granted under the plan will be transferable by the optionee other than by will or the laws of descent and distribution, and each option will be exercisable during the lifetime of the optionee only by the optionee.

The exercise price of an option granted pursuant to the 2004 Plan may be paid in cash, by the surrender of options, in common stock, in other property, including a promissory note from the optionee, or by a combination of the above, at the discretion of the Committee.

As of March 31, 2013, no options had been granted under the 2004 Plan.

#### **2004 Stock Bonus Plan**

On September 7, 2004, our stockholders adopted the 2004 Stock Bonus Plan (the "Stock Bonus Plan"), which authorizes the issuance of up to five hundred thousand (500,000) shares of the Company's Common Stock in the form of stock a stock bonus.

The purpose of this Stock Bonus Plan is to: (i) induce key employees to remain in the employ of the Company or of any subsidiary of the Company; (ii) encourage such employees to secure or increase their stock ownership in the Company; and (iii) reward employees, non-employee directors, advisors and consultants for services rendered, or to be rendered, to or for the benefit of the Company or any of its subsidiaries. The Company believes that the Stock Bonus Plan will promote continuity of management and increased incentive and personal interest in the welfare of the Company.

The Stock Bonus Plan shall be administered by a committee appointed by the Board of Directors which consists of at least two but not more than three members of the Board, one of whom shall be a non-employee of the Company. The Committee members currently are Anthony So and Woo-Ping Fok. The Committee has the authority, in its sole discretion: (i) to determine the parties to receive bonus stock, the times when they shall receive such awards, the number of shares to be issued and the time, terms and conditions of the issuance of any such shares; (ii) to construe and interpret the terms of the Stock Bonus Plan; (iii) to establish, amend and rescind rules and regulations for the administration of the Stock Bonus Plan; and (iv) to make all other determinations necessary or advisable for administering the Stock Bonus Plan.

As of March 31, 2013, no shares had been granted under the Stock Bonus Plan.

## Item 7. Major Shareholders and Related Party Transactions

### Major shareholders

We are not directly or indirectly owned or controlled by any foreign government or by another corporation. The following table sets forth, as of June 30, 2013, beneficial ownership of our common stock by each person, to the best of our knowledge, known to own beneficially 5% or more of our common stock outstanding as of such date. Except as otherwise indicated, all shares are owned directly and hold equal voting rights.

<u>Name</u>	<u>Shares of Common Stock Owned</u>	<u>Options to Purchase Common Stock</u>	<u>Percent of Beneficial Ownership</u> <sup>(1)</sup>
Anthony So	2,281,770 <sup>(2)</sup>	—	40.9%
W. Douglas Moreland	501,400	—	8.99%
CAS Corporation	290,654	—	5.21%

- (1) Based on beneficial ownership of both shares of common stock and of options to purchase common stock that are immediately exercisable. The calculations above are based upon the number of shares issued of 5,577,639.
- (2) Includes 1,143,421 shares of common stock owned of record by a corporation that is wholly owned by a trust of which Mr. So is the sole beneficiary. Effective March 31, 2011, John Stewart Jackson, IV, a former director of the Company sold 455,575 shares of \$0.003 par value of the Company in a private sale of stock to Anthony So for gross proceeds of One Million One Hundred Thirty Eight Thousand Nine Hundred Thirty Seven Dollars and Fifty cents (USD\$1,138,937.50), or \$2.50 per share. Effective March 31, 2011, Anthony So purchased 200,000 shares of \$0.003 par value common stock of Bonso in a private purchase of stock from an individual for gross proceeds of Three Hundred and Twenty Thousand Dollars (USD\$320,000), or \$1.60 per share.

There are no arrangements known to us which may at a subsequent date result in a change in control of the Company.

### Related Party Transactions

During the fiscal years ended March 31, 2011, 2012 and 2013, we paid Schlueter & Associates, P.C. an aggregate of \$87,000, \$68,000 and \$74,000, respectively for legal fees. Mr. Henry F. Schlueter, a director of the Company, is the Managing Director of Schlueter & Associates, P.C.

### Interests of Experts and Counsel

Not Applicable to Bonso.

### Legal Proceedings

Not Applicable to Bonso.

## Item 8. Financial Information

### Financial Statements

Our Consolidated Financial Statements are set forth under Item 18. - Financial Statements.

### Item 9. The Offer and Listing

#### Offer and Listing Details

Our common stock is traded only in the United States over-the-counter market. It is quoted on the NASDAQ Capital Market under the trading symbol "BNSO." The following table sets forth, for the periods indicated, the range of high and low closing sales prices per share reported by NASDAQ. The quotations represent prices between dealers and do not include retail markup, markdown or commissions and may not necessarily represent actual transactions.

The following table sets forth the high and low sale prices for each of the last five years:

<u>Period</u>	<u>High</u>	<u>Low</u>
April 1, 2008 to March 31, 2009	\$ 2.45	\$ 0.03
April 1, 2009 to March 31, 2010	\$ 1.42	\$ 0.63
April 1, 2010 to March 31, 2011	\$ 2.44	\$ 0.86
April 1, 2011 to March 31, 2012	\$ 2.80	\$ 1.07
April 1, 2012 to March 31, 2013	\$ 1.88	\$ 0.88

The following table sets forth the high and low sale prices during each of the quarters in the two-year period ended June 30, 2013.

<u>Period</u>	<u>High</u>	<u>Low</u>
July 1, 2011 to September 30, 2011	\$ 2.80	\$ 1.33
October 1, 2011 to December 31, 2011	\$ 1.51	\$ 1.07
January 1, 2012 to March 31, 2012	\$ 1.35	\$ 1.13
April 1, 2012 to June 30, 2012	\$ 1.88	\$ 0.92
July 1, 2012 to September 30, 2012	\$ 1.10	\$ 0.88
October 1, 2012 to December 31, 2012	\$ 1.72	\$ 0.97
January 1, 2013 to March 31, 2013	\$ 1.66	\$ 1.25
April 1, 2013 to June 30, 2013	\$ 1.56	\$ 1.33

The following table sets forth the high and low sale prices during each of the most recent six months.

Period	High	Low
January 2013	\$ 1.55	\$ 1.25
February 2013	\$ 1.66	\$ 1.34
March 2013	\$ 1.61	\$ 1.31
April 2013	\$ 1.48	\$ 1.34
May 2013	\$ 1.49	\$ 1.33
June 2013	\$ 1.56	\$ 1.38

On July 15, 2013, the closing price of our common stock was \$1.55. Of the 5,577,639 shares of common stock issued as of June 30, 2013, 5,246,903 shares were outstanding, 3,161,877 shares were held in the United States by 177 holders of record and 330,736 shares were held by the Company as treasury stock. We have 185 shareholders of record and estimate that we have 511 shareholders holding their stock in street name (who have not objected to their names being disclosed to us).

#### Transfer and Warrant Agent

The transfer agent and registrar for the common stock is Computershare, 1745 Gardena Avenue #200, Glendale, California 91204.

#### Item 10. Additional Information

##### Share Capital

Our authorized capital is \$170,000, consisting of 23,333,334 shares of common stock, \$0.003 par value per share, and 10,000,000 authorized shares of preferred stock, \$0.01 par value, divided into 2,500,000 shares each of class A preferred stock, class B preferred stock, class C preferred stock and class D preferred stock. Information with respect to the number of shares of common stock outstanding at the beginning and at the end of the last three fiscal years is presented in the Consolidated Statements of Changes in Shareholders' Equity for the fiscal years ended March 31, 2011, 2012 and 2013 included herein in Item 18.

At June 30, 2013, there were 5,577,639 shares of our common stock issued, 5,246,903 shares were outstanding, and 330,736 shares were held by the Company in treasury. All shares were fully paid. In addition, we had outstanding 110,000 options to purchase common stock as follows:

Number of Options	Exercise Price per Share	Expiration Date
40,000	\$ 6.12	March 25, 2014
40,000	\$ 6.20	September 12, 2014
30,000	\$ 4.50	December 4, 2015

At June 30, 2013, there were no shares of our preferred stock outstanding.

## Memorandum and Articles of Association

We are registered in the British Virgin Islands and have been assigned company number 9032 in the register of companies. Our registered agent is HWR Services Limited at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The object or purpose of the Company is to engage in any act or activity that is not prohibited under British Virgin Islands law as set forth in Paragraph 4 of our Memorandum of Association. As an International Business Company, we are prohibited from doing business with persons resident in the British Virgin Islands, owning real estate in the British Virgin Islands or acting as a bank or insurance company. We do not believe that these restrictions materially affect our operations.

Paragraph 57(c) of our Amended Articles of Association (the “Articles”) provides that a director may be counted as one of a quorum in respect of any contract or arrangement in which the director is materially interested; however, if the agreement or transaction cannot be approved by a resolution of directors without counting the vote or consent of any interested director, the agreement or transaction may only be validated by approval or ratification by a resolution of the members. Paragraph 53 of the Articles allows the directors to vote compensation to themselves in respect of services rendered to the Company. Paragraph 66 of the Articles provides that the directors may by resolution exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of ours or of any third party. Such borrowing powers can be altered by an amendment to the Articles. There is no provision in the Articles for the mandatory retirement of directors. Directors are not required to own shares of the Company in order to serve as directors.

Our authorized share capital is \$170,000, divided into 23,333,334 shares of common stock, \$0.003 par value, and 10,000,000 authorized shares of preferred stock, \$0.01 par value. Holders of our common stock are entitled to one vote for each whole share on all matters to be voted upon by shareholders, including the election of directors. Holders of our common stock do not have cumulative voting rights in the election of directors. All of our common shares are equal to each other with respect to liquidation and dividend rights. Holders of our common shares are entitled to receive dividends if and when declared by our board of directors out of funds legally available therefor under British Virgin Islands law. In the event of our liquidation, all assets available for distribution to the holders of our common shares are distributable among them according to their respective holdings. Holders of our common stock have no preemptive rights to purchase any additional unissued common shares. No shares of our preferred stock have been issued; however, the board of directors has the ability to determine the rights, preferences and restrictions of the preferred stock at their discretion.

Paragraph 7 of the Memorandum of Association provides that without prejudice to any special rights previously conferred on the holders of any existing shares, any share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the directors may from time to time determine.

Paragraph 10 of the Memorandum of Association provides that if at any time the authorized share capital is divided into different classes or series of shares, the rights attached to any class or series may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

Paragraph 105 of the Articles of Association provides that our Memorandum and Articles of Association may be amended by a resolution of members or a resolution of directors. Thus, our board of directors without shareholder approval may amend our Memorandum and Articles of Association. This includes amendments to increase or reduce our authorized capital stock. Our ability to amend our Memorandum and Articles of Association without shareholder approval could have the effect of delaying, deterring or preventing a change in control of the Company, including a tender offer to purchase our common shares at a premium over the then current market price.

Provisions in respect of the holding of general meetings and extraordinary general meetings are set out in Paragraphs 68 through 77 of the Articles and under the International Business Companies Act. The directors may convene meetings of the members at such times and in such manner and places as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of members holding more than 30% of the votes of our outstanding voting shares.

British Virgin Islands law and our Memorandum and Articles of Association impose no limitations on the right of nonresident or foreign owners to hold or vote our securities. There are no provisions in the Memorandum and Articles of Association governing the ownership threshold above which shareholder ownership must be disclosed.

A copy of our Memorandum and Articles of Association, as amended, was filed as an exhibit to our Registration Statement on Form F-2 (SEC File No. 333-32524).

### **Material Contracts**

The following summarizes each material contract, other than contracts entered into in the ordinary course of business, to which Bonso or any subsidiary of Bonso is a party, for the two years immediately preceding the filing of this report:

We signed a Banking Facility Letter dated February 1, 2013 with Hang Seng Bank for an HK\$78,000,000 letter of credit, trust receipt facility, export D/P bills, export trade loan, factoring and overdraft facility. A copy of this Banking Facilities Letter is attached to this Annual Report on Form 20-F as Exhibit 4.1 and is incorporated herein by this reference.

We signed a rental agreement dated June 28, 2013 with Shenzhen Mei Ya Print Co, Ltd., for renting out the Shenzhen factory for six years. An abridged, English translation of the rental agreement is attached to this Annual Report on Form 20-F as Exhibit 4.2 and is incorporated herein by this reference.

### **Exchange Controls**

There are no exchange control restrictions on payments of dividends on our common stock or on the conduct of our operations either in Hong Kong, where our principal executive offices are located, or the British Virgin Islands, where we are incorporated. Other jurisdictions in which we conduct operations may have various exchange controls. Taxation and repatriation of profits regarding our China operations are regulated by Chinese laws and regulations. With respect to our PRC subsidiaries, with the exception of a requirement that approximately 11% of profits be reserved for future developments and staff welfare, there are no restrictions on the payment of dividends and the removal of dividends from China once all taxes are paid and assessed and losses, if any, from previous years have been made good. To date, these controls have not had, and are not expected to have, a material impact on our financial results. There are no material British Virgin Islands laws that impose foreign exchange controls on us or that affect the payment of dividends, interest or other payments to holders of our securities who are not residents of the British Virgin Islands. British Virgin Islands law and our Memorandum and Articles of Association impose no limitations on the right of nonresident or foreign owners to hold or vote our securities.

## Taxation

No reciprocal tax treaty regarding withholding exists between the United States and the British Virgin Islands. Under current British Virgin Islands law, dividends, interest or royalties paid by us to individuals are not subject to tax as long as the recipient is not a resident of the British Virgin Islands. If we were to pay a dividend, we would not be liable to withhold any tax, but shareholders would receive gross dividends, if any, irrespective of their residential or national status.

Dividends, if any, paid to any United States resident or citizen shareholder are treated as dividend income for United States federal income tax purposes. Such dividends are not eligible for the 70% dividends-received deduction allowed to United States corporations on dividends from a domestic corporation under Section 243 of the Internal Revenue Code. Various Internal Revenue Code provisions impose special taxes in certain circumstances on non-United States corporations and their shareholders. You are urged to consult your tax advisor with regard to such possibilities and your own tax situation.

A foreign corporation will be treated as a passive foreign investment company (“PFIC”) for United States federal income tax purposes if, after applying relevant look-through rules with respect to the income and assets of subsidiaries, 75% or more of its gross income consists of certain types of passive income or 50% or more of the gross value of its assets is attributable to assets that produce passive income or are held for the production of passive income. For this purpose, passive income generally includes dividends, interest, royalties, rents (other than rents and royalties derived in the active conduct of a trade or business), annuities and gains from assets that produce passive income. We presently believe that we are not a PFIC and do not anticipate becoming a PFIC. This is, however, a factual determination made on an annual basis and is subject to change. If we were to be classified as a PFIC in any taxable year, (i) U.S. holders would generally be required to treat any gain on sales of our shares held by them as ordinary income and to pay an interest charge on the value of the deferral of their United States federal income tax attributable to such gain and (ii) distributions paid by us to our United States holders could also be subject to an interest charge. In addition, we would not provide information to our United States holders that would enable them to make a “qualified electing fund” election under which, generally, in lieu of the foregoing treatment, our earnings would be currently included in their United States federal income.

In addition to United States federal income taxation, shareholders may be subject to state and local taxes upon their receipt of dividends.

You may read and copy documents referred to in this Annual Report on Form 20-F that have been filed with the SEC at the SEC's Public Reference Room, 450 Fifth Street, N.W., Washington, D.C. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You can also obtain copies of our SEC filings by going to the SEC's website at <http://www.sec.gov>.

The SEC allows us to "incorporate by reference" the information we file with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this Annual Report on Form 20-F.

**Item 11. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to a certain level of interest rate risk and foreign currency exchange risk.

**Interest Rate Risk**

Our interest rate risk primarily arises from our long-term debt and our general banking facilities. As at March 31, 2013, there was no long-term debt. We had utilized approximately \$3,813,000 of our total banking facilities of \$10,000,000. Based on the maturity profile and composition of our long-term debt and general banking facilities, including the fact that our banking facilities are at variable interest rates, we estimate that changes in interest rates will not have a material impact on our operating results or cash flows. We intend to manage our interest rate risk through appropriate borrowing strategies. We have not entered into interest rate swap or risk management agreements; however, it is possible that we may do so in the future.

A summary of our debts as at March 31, 2013 which were subjected to variable interest rates is as below:

	March 31, 2013	Interest Rate
Notes payable	\$ 2,276,000	HIBOR + 2.5%
Bank overdraft - secured	\$ 180,000	PRIME + 1%
Factoring	\$ 332,000	HIBOR + 1.5%
Short-term loan	\$ 1,025,000	HIBOR + 2.25%

(Note: HIBOR is the Hong Kong Interbank Offer Rate)

All the balances above are due within one year.

A change in the interest rate of 1% will increase or decrease the interest expense of the Company by approximately \$21,000.

For further information concerning our banking facilities, the interest rates payable and repayment terms, please see Note 7 to our Consolidated Financial Statements included elsewhere in this Annual Report.

#### **Foreign Currency Exchange Rates**

For a discussion of our Foreign Currency Exchange Risk, See Item 5. - Operating and Financial Review and Prospects, "Foreign Currency Exchange Rates."

#### **Item 12. Description of Securities Other Than Equity Securities**

Not applicable to Bonso.

### **PART II**

#### **Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

#### **Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

#### **Item 15. Controls and Procedures**

The Company's management, with the participation of its Chief Executive Officer and the Chief Financial Officer, conducted an evaluation of our disclosure controls and procedures, as defined in paragraph (e) of Rule 13a-15 or 15d-15 under the Exchange Act, as of March 31, 2013.

Based on this evaluation, Anthony So, the Chief Executive Officer, and Albert So, the Chief Financial Officer, have concluded that, as of March 31, 2013, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and included controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management has evaluated the effectiveness of the Company's internal control over financial reporting as of March 31, 2013 based upon criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, the Company's management, including its Chief Executive Officer and Chief Financial Officer, concluded that, as of March 31, 2013, the Company's internal control over financial reporting was effective based on these criteria.

#### **Changes in internal controls over financial reporting**

There were no changes in the Company's internal controls over financial reporting during the year ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **Item 16. Reserved**

##### **Item 16A. Audit Committee Financial Expert**

Henry F. Schlueter is a member of the Company's Audit Committee and is deemed to be a financial expert. Mr. Schlueter, the Company's outside securities counsel, may not be deemed to be "independent" within the definition of "independence" published by NASDAQ.

##### **Item 16B. Code of Ethics**

We have adopted a code of ethics that applies to our Chief Executive Officer and Chief Financial Officer. We intend to disclose any changes in, or waivers from, our code of ethics by filing a Form 6-K. Stockholders may request a free copy in print form from our Chief Financial Officer at:

Bonso Electronics International, Inc.  
Unit 1404, 14/F, Cheuk Nang Centre  
9 Hillwood Road, Tsimshatsui  
Kowloon  
Hong Kong

## **Item 16C. Principal Accountant Fees and Services**

### **Audit Committee's Pre-approval Policies and Procedure**

The Audit Committee must pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Before the Company or any of its subsidiaries engage the independent auditor to render a service, the engagement must be either:

- (1) specifically approved by the Audit Committee; or
- (2) entered into pursuant to this Pre-Approval Policy.

The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee may periodically revise the list of pre-approved services.

The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee may not delegate to management the Audit Committee's responsibilities to pre-approve services performed by the independent auditor.

The Audit Committee must specifically pre-approve the terms of the annual audit services engagement. The Audit Committee shall approve, if necessary, any changes in terms resulting from changes in audit scope, Company structure or other matters. In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other audit services, which are those services that only the independent auditor reasonably can provide.

The Audit Committee may grant pre-approval to those permissible non-audit services classified as other services that it believes would not impair the independence of the auditor, including those that are routine and recurring services.

The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the auditor's independence. Where the Audit Committee has approved an estimated fee for a service, the pre-approval applies to all services described in the approval. However, in the event the invoice in respect of any such service is materially in excess of the estimated amount or range, the Audit Committee must approve such excess amount prior to payment of the invoice. The Audit Committee expects that any requests to pay invoices in excess of the estimated amounts will include an explanation as to the reason for the overage. The Company's independent auditor will be informed of this policy.

The Company's management shall inform the Audit Committee of each service performed by the independent auditor pursuant to this Pre-Approval Policy. Requests or applications to provide services that require separate approval by the Audit Committee shall be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's and the Public Company Accounting Oversight Board (United States)'s rules on auditor independence.

The Audit Fees indicated below was pre-approved by the Audit Committee before the auditor commenced their work.

#### **Audit Fees**

The aggregate fees billed by Moore Stephens for professional services rendered for the audit of the Company's annual consolidated financial statements for the fiscal years ended March 31, 2013 and 2012 were \$180,000 and \$180,000, respectively.

#### **Audit Related Fees**

There were no fees billed by Moore Stephens for professional services rendered for assurance and related services that were reasonably related to the performance of the audit and are not reported above under "Audit Fees" for the fiscal year ended March 31, 2013 and for the fiscal year ended March 31, 2012.

#### **Tax Fees**

The aggregate fees billed by a company controlled by Moore Stephens for professional services rendered for tax compliance for the fiscal year ended March 31, 2013 were approximately \$3,600 and \$6,000 for the fiscal year ended March 31, 2012.

#### **Item 16D. Exemptions from the Listing Standards for Audit Committees**

Pursuant to NASDAQ Marketplace Rule 4350(a), a foreign private issuer may follow its home country practice in lieu of Rule 4350, which sets forth the qualitative Listing Requirements for NASDAQ listed companies. Rule 4350 requires, among other things, that a listed company have at least three members on its audit committee. The Company currently has an audit committee consisting of two directors, one of whom is deemed to be "independent" as defined in NASDAQ Marketplace Rule 4200. The Company has obtained a letter from independent counsel in the British Virgin Islands certifying that having a single member audit committee is not prohibited by British Virgin Island law. See "NASDAQ Exemptions and Home Country Practices."

#### **Item 16E. Purchasers of Equity Securities by the Issuer and Affiliated Purchasers**

In August of 2001, the Company's Board of Directors authorized a program for the Company to repurchase up to \$500,000 of its common stock. This repurchase program does not obligate the Company to acquire any specific number of shares or acquire shares over any specified period of time. No stocks had been repurchased up to March 31, 2006. On November 16, 2006, the Company's Board of Directors authorized an additional \$1,000,000 for the Company's repurchase of its common stock under the same repurchase program. This authorization to repurchase shares increased the amount authorized for repurchase from \$500,000 to \$1,500,000. During the fiscal year ended March 31, 2007, 260,717 shares valued at \$1,328,560 were purchased under this program. No shares were repurchased during the fiscal year ended March 31, 2008. During the fiscal year ended March 31, 2009, 70,019 shares valued at \$133,765 were purchased under this program. No shares were repurchased during the fiscal years ended March 31, 2011, 2012 and 2013. The Company may from time to time repurchase shares of its Common Stock under this program.

**Item 16F. Changes in Registrant’s Certifying Accountants.**

Not applicable to Bonso.

**Item 16G. Corporate Governance.**

For a discussion of the ways in which the Company’s corporate governance differs from those followed by domestic companies under the NASDAQ Marketplace listing requirements, see “NASDAQ Exemptions and Home Country Practices” above.

**Item 16H. Mine Safety Disclosure.**

Not applicable to Bonso.

**PART III**

**Item 17. Financial Statements**

Not applicable.

**Item 18. Financial Statements**

The following Financial Statements are filed as part of this Annual Report:

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of March 31, 2012 and 2013	F-2
Consolidated Statements of Operations and Comprehensive Income (Loss) for the years ended March 31, 2011, 2012 and 2013	F-3
Consolidated Statements of Changes in Stockholders’ Equity for the years ended March 31, 2011, 2012 and 2013	F-4
Consolidated Statements of Cash Flows for the years ended March 31, 2011, 2012 and 2013	F-5
Notes to Consolidated Financial Statements	F-6 through F-35



**Item 19. Exhibits**

- 4.1 Banking Facility Letter, dated February 1, 2013 between Bonso and the Hang Seng Bank Limited
  - 4.2 Rental agreement (abridged English translation), dated June 28, 2013 between Bonso and Shenzhen Mei Ya Print Co., Ltd.
  - 11.1 Code of Ethics For Chief Executive Officer and Chief Financial Officer (1)
  - 12.1 Certification of Officer Pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
  - 12.2 Certification of Officer Pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
  - 13.1 Certification Pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
  - 13.2 Certification Pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (1) Filed as an Exhibit on Form 20-F filed with the Commission on August 13, 2004.

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

BONSO ELECTRONICS INTERNATIONAL INC.

Dated August 15, 2013

/s/ Anthony So  
Anthony So, Chairman of the Board, Chief Executive Officer, Treasurer and Director

Dated August 15, 2013

/s/ Albert So  
Albert So, Chief Financial Officer and Secretary

**Bonso Electronics International Inc.**  
(Incorporated in the British Virgin Islands)

Consolidated Financial Statements

March 31, 2013

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**Bonso Electronics International Inc.**  
**Index to Consolidated Financial Statements**

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of  
Bonso Electronics International Inc.

We have audited the accompanying consolidated balance sheets of Bonso Electronics International Inc. and subsidiaries (the "Company") as of March 31, 2012 and 2013 and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of March 31, 2012 and 2013, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

/s/ Moore Stephens

Moore Stephens  
Certified Public Accountants  
Hong Kong  
August 15, 2013

**Bonso Electronics International Inc.**  
**Consolidated Balance Sheets**  
**(Expressed in United States Dollars)**

	Note	March 31	
		2012 \$ in thousands	2013 \$ in thousands
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		3,014	2,154
Trade receivables, net	2	2,081	2,759
Other receivables, deposits and prepayments		1,104	1,425
Inventories	3	4,105	5,460
Income tax recoverable		1,903	2,436
Current assets of discontinued operations	11	—	—
Total current assets		<u>12,207</u>	<u>14,234</u>
Deferred income tax assets	8	—	—
Other intangible assets, net	6	3,990	4,590
<b>Property, plant and equipment</b>			
Buildings		9,948	13,704
Construction-in-progress		5,264	2,616
Plant and machinery		21,377	21,565
Furniture, fixtures and equipment		3,260	3,521
Motor vehicles		449	444
		<u>40,298</u>	<u>41,850</u>
Less: accumulated depreciation and impairment		<u>(33,327)</u>	<u>(33,551)</u>
Property, plant and equipment, net	4	6,971	8,299
Non-current assets of discontinued operations	11	—	—
Total assets		<u>23,168</u>	<u>27,123</u>
<b>Liabilities and stockholders' equity</b>			
<b>Current liabilities</b>			
Bank overdrafts - secured	7	—	180
Notes payable	7	1,870	2,276
Accounts payable		5,032	7,793
Accrued charges and deposits		2,347	2,329
Income tax liabilities	8	44	7
Short-term bank loans	7	—	1,357
Current liabilities of discontinued operations	11	—	—
Total current liabilities		<u>9,293</u>	<u>13,942</u>
Income tax liabilities	8	2,595	2,595
Deferred income tax liabilities	8	2	—
Commitments	10		
<b>Stockholders' equity</b>			
Common stock par value \$0.003 per share			
- authorized shares - 23,333,334			
- issued shares: 2012 and 2013 - 5,577,639,			
- outstanding shares: 2012 and 2013 - 5,246,903		17	17
Additional paid-in capital		21,765	21,765
Treasury stock at cost: 2012 and 2013 - 330,736 shares	12	(1,462)	(1,462)
Accumulated deficit		(11,834)	(12,588)
Accumulated other comprehensive income		2,792	2,854
		<u>11,278</u>	<u>10,586</u>
Total liabilities and stockholders' equity		<u>23,168</u>	<u>27,123</u>

See notes to these consolidated financial statements



**Bonso Electronics International Inc.**  
**Consolidated Statements of Operations and Comprehensive Loss**  
**(Expressed in United States Dollars)**

	Note	2011 \$ in thousands	Year ended March 31, 2012 \$ in thousands	2013 \$ in thousands
Net sales	18	28,387	26,682	30,386
Cost of sales		<u>(24,760)</u>	<u>(22,782)</u>	<u>(25,263)</u>
Gross profit		3,627	3,900	5,123
Selling expenses		(249)	(267)	(268)
Salaries and related costs		(2,716)	(2,526)	(2,627)
Research and development expenses		(334)	(312)	(396)
Administration and general expenses		(1,959)	(2,492)	(2,402)
Gain from liquidation of subsidiary		<u>—</u>	<u>1,448</u>	<u>—</u>
Loss from operations	18	(1,631)	(249)	(570)
Interest income		6	7	7
Interest expense		(56)	(87)	(68)
Foreign exchange loss		(130)	(703)	(261)
Gain on disposal of property		155	—	—
Gain on disposal of intangible assets		41	—	—
Other income		<u>184</u>	<u>132</u>	<u>167</u>
Loss before income taxes		(1,431)	(900)	(725)
Income tax expense	8	<u>—</u>	<u>(2)</u>	<u>(29)</u>
Loss from continuing operations		(1,431)	(902)	(754)
Loss from discontinued operations, net of tax	11	<u>(129)</u>	<u>—</u>	<u>—</u>
Net loss		(1,560)	(902)	(754)
Other comprehensive income, net of tax:				
Foreign currency translation adjustments, net of tax		<u>199</u>	<u>353</u>	<u>62</u>
Comprehensive loss		<u>(1,361)</u>	<u>(549)</u>	<u>(692)</u>
Loss per share				
Weighted average number of shares outstanding	17	<u>5,246,903</u>	<u>5,246,903</u>	<u>5,246,903</u>
- basic and diluted				
-Continuing operations		(0.27)	(0.17)	(0.14)
-Discontinued operations		<u>(0.02)</u>	<u>—</u>	<u>—</u>
		<u>(0.29)</u>	<u>(0.17)</u>	<u>(0.14)</u>

See notes to these consolidated financial statements

**Bonso Electronics International Inc.**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**(Expressed in United States Dollars)**

	<u>Common stock</u>			<u>Treasury stock</u>			Accumulated other comprehensive income-foreign currency adjustments	Total stockholders' equity
	Shares Issued	Amount outstanding	Additional paid-in capital	Treasury Shares held	Amount outstanding	Accumulated deficit		
		\$ in thousands	\$ in thousands		\$ in thousands	\$ in thousands	\$ in thousands	\$ in thousands
Balance, March 31, 2010	5,577,639	17	21,765	330,736	(1,462)	(9,372)	2,240	13,188
Net loss	-	-	-	-	-	(1,560)	-	(1,560)
Foreign exchange translation adjustment	-	-	-	-	-	-	199	199
Balance, March 31, 2011	5,577,639	17	21,765	330,736	(1,462)	(10,932)	2,439	11,827
Net loss	-	-	-	-	-	(902)	-	(902)
Foreign exchange translation adjustment	-	-	-	-	-	-	353	353
Balance, March 31, 2012	5,577,639	17	21,765	330,736	(1,462)	(11,834)	2,792	11,278
Net loss	-	-	-	-	-	(754)	-	(754)
Foreign exchange translation adjustment	-	-	-	-	-	-	62	62
Balance, March 31, 2013	<u>5,577,639</u>	<u>17</u>	<u>21,765</u>	<u>330,736</u>	<u>(1,462)</u>	<u>(12,588)</u>	<u>2,854</u>	<u>10,586</u>

See notes to these consolidated financial statements

**Bonso Electronics International Inc.**  
**Consolidated Statements of Cash Flows**  
**(Expressed in United States Dollars)**

	Year Ended March 31,		
	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
<b>Cash flows from operating activities</b>			
Net loss	(1,560)	(902)	(754)
Loss from discontinued operations	129	—	—
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	99	54	120
Amortization	208	176	226
Gain on disposal of property, plant and equipment	(155)	(15)	(2)
Gain on disposal of intangible assets	(41)	—	—
Write off of accounts payable	(32)	—	—
Inventory allowance	98	283	—
Reversal of bad debts	(45)	—	—
Gain from liquidation of subsidiary	—	(1,448)	—
Changes in assets and liabilities:			
Trade receivables	58	(770)	(678)
Other receivables, deposits and prepayments	651	(396)	(321)
Inventories	44	460	(1,355)
Income tax recoverable	(375)	41	(533)
Notes payable	(762)	537	406
Accounts payable	127	2,303	2,761
Accrued charges and deposits	265	148	(18)
Income tax liabilities	17	20	(37)
Deferred income tax liabilities	—	(17)	(2)
Operating activities of continuing operations	(1,274)	474	(187)
Operating activities of discontinued operations	84	—	—
Net cash (used in) / generated from operating activities	(1,190)	474	(187)
<b>Cash flows from investing activities</b>			
Proceeds from disposal of intangible assets	513	—	—
Proceeds from disposal of property, plant and equipment	252	25	2
Acquisition of property, plant and equipment	(1,397)	(3,415)	(1,412)
Acquisition of intangible assets	(682)	—	(802)
Investing activities of continuing operations	(1,314)	(3,390)	(2,212)
Investing activities of discontinued operations	—	—	—
Net cash used in investing activities	(1,314)	(3,390)	(2,212)
<b>Cash flows from financing activities</b>			
Capital lease payments	(52)	—	—
(Repayment of) / net advance from banking facilities	(68)	—	1,537
Financing activities of continuing operations	(120)	—	1,537
Financing activities of discontinued operations	—	—	—
Net cash (used in) / generated from financing activities	(120)	—	1,537
Net decrease in cash and cash equivalents	(2,624)	(2,916)	(862)
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	(78)	518	2
Cash and cash equivalents, beginning of year	8,114	5,412	3,014
Cash and cash equivalents, end of year	5,412	3,014	2,154
Less: cash and cash equivalents at the end of the year – discontinued operations	(5)	—	—
Cash and cash equivalents at the end of the year – continuing operations	5,407	3,014	2,154
<b>Supplemental disclosure of cash flow information</b>			
Cash paid during the year for:			
Interest paid	56	87	68
Income tax paid, net of refund	—	—	90

Non-cash investing and financing activities:

Interest Income

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See notes to these consolidated financial statements

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**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies**

Bonso Electronics International Inc. (“the Company”) and its subsidiaries (collectively, the “Group”) are engaged in the designing, manufacturing and selling of a comprehensive line of electronic scales and weighing instruments, telecommunications products, pet electronics products and other products.

The consolidated financial statements have been prepared in United States dollars and in accordance with generally accepted accounting principles in the United States of America. The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates made by management include allowances made against inventories and trade receivables, and the valuation of long-lived assets. Actual results could differ from those estimates.

The Group sustained operating losses in fiscal years ended March 31, 2011, 2012 and 2013, including a net loss of \$754,000 in the fiscal year ended March 31, 2013.

Notwithstanding the operating losses sustained in the last three fiscal years, the accompanying consolidated financial statements have been prepared on a going concern basis. Management believes the Group will have sufficient working capital to meet its financing requirements based upon their experience and their assessment of the Group’s projected performance, credit facilities and banking relationships.

Pursuant to an agreement signed on March 30, 2009, Korona Haushaltswaren GmbH & Co. KG (“Korona”), an indirect subsidiary of the Company, agreed to sell all of its major assets, comprising trade receivables, inventories, intellectual property rights and toolings, to a third party purchaser at a consideration of approximately EUR 1,990,000 (or USD 2,606,000). The Group decided to liquidate Korona after the completion of the sale. As a result, the figures of Korona are included as discontinued operations (see note 11). The liquidation of Korona was completed in February 2012.

The significant accounting policies are as follows:

**(a) Principles of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries after elimination of inter-company accounts and transactions.

Acquisitions of companies have been consolidated from the date on which control of the net assets and operations was transferred to the Group.

Acquisitions of companies are accounted for using the purchase method of accounting.

**(b) Cash and cash equivalents**

Cash and cash equivalents are short-term, highly liquid investments with original maturities of three months or less. Cash equivalents are stated at cost, which approximates fair value because of the short-term maturity of these instruments.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies (Continued)**

**(c) Inventories**

Inventories are stated at the lower of cost, as determined on a first-in, first-out basis, or market. Costs of inventories include purchase and related costs incurred in bringing the products to their present location and condition. Market value is determined by reference to the selling price after the balance sheet date or to management estimates based on prevailing market conditions. The Company routinely reviews its inventories for their salability and for indications of obsolescence to determine if inventory carrying values are higher than market value. Some of the significant factors the Company considers in estimating the market value of its inventories include the likelihood of changes in market and customer demand and expected changes in market prices for its inventories. As of March 31, 2012, inventories were stated at market value, which is lower than their costs by approximately \$283,000.

**(d) Trade receivables**

Trade receivables are recorded at the invoiced amount, net of allowances for doubtful accounts and sales returns. The allowance for doubtful accounts is the Group's best estimate of the amount of probable credit losses in the Group's existing trade receivables. Bad debt expense is included in the administrative and general expenses.

The Group recognizes an allowance for doubtful receivables to ensure accounts and other receivables are not overstated due to uncollectibility. Allowance for doubtful receivables is maintained for all customers based on a variety of factors, including the length of time the receivables are past due, significant one-time events and historical experience. An additional allowance for individual accounts is recorded when the Group becomes aware of customers' or other debtors' inability to meet their financial obligations, such as bankruptcy filings or deterioration in the customer's or other debtor's operating results or financial position. If circumstances related to customers or debtors change, estimates of the recoverability of receivables will be further adjusted.

**(e) Deferred income taxes**

Amounts in the consolidated financial statements related to income taxes are calculated using the principles of ASC 740 "Income Taxes". ASC 740 requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial reporting bases and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Future tax benefits, such as net operating loss carry forwards, are recognized as deferred tax assets. Recognized deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies (Continued)**

**(f) Lease prepayments**

Lease prepayments represent the cost of land use rights in the People's Republic of China ("PRC"). Land use rights held by the Company are included in intangible assets, reclassified from property, plant and equipment. The granted useful life of the land use rights is 50 years. They are stated at cost and amortized on a straight-line basis over the period of rights of 30 years, in accordance with the business licenses with 30 years of useful life.

**(g) Other tangible assets**

Other intangible assets represented taxi licenses which were stated at cost and are amortized on a straight-line basis over the related granted useful life of 50 years, the shorter of the remaining term of the license period or the expected useful life to the Group. Taxi licenses entitle the Group to operate five taxis for 50 years in Shenzhen, PRC. The purpose of holding these licenses is to generate additional income. All five taxi licenses were disposed of in July 2010, for a total consideration of \$513,000, resulting in a gain on disposal of \$41,000.

**(h) Property, plant and equipment**

(i) Property, plant and equipment are stated at cost less accumulated depreciation. Leasehold land and buildings are depreciated on a straight-line basis over 15 to 50 years, representing the shorter of the remaining term of the lease or the expected useful life to the Group.

(ii) Other categories of property, plant and equipment are carried at cost and depreciated using the straight-line method over their expected useful lives to the Group. The principal annual rates used for this purpose are:

Plant and machinery	-10%
Furniture, fixtures and equipment	- 20%
Motor vehicles	-20%

(iii) The cost of major improvements and betterments is capitalized, whereas the cost of maintenance and repairs is expensed in the year when they are incurred.

(iv) Any gain or loss on disposal is included in the consolidated statements of operations and comprehensive loss.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies (Continued)**

**(i) Impairment of long-lived assets including other intangible assets**

Long-lived assets held and used by the Group and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Group evaluates recoverability of assets to be held and used by comparing the carrying amount of an asset to future net undiscounted cash flows to be generated by the asset. If such assets are considered to be impaired, the impairment loss is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets calculated using a discounted future cash flows analysis. Provisions for impairment made on other long-lived assets are disclosed in the consolidated statements of operations and comprehensive loss. The Group is going to transfer all its production process to the factory in Xinxing, PRC. As a result, the Group performed an assessment of the value of the land and buildings of the factory in Shenzhen, PRC, and no provision for impairment was made by the Group (2012: \$nil; 2011: \$nil) based on the assessment.

**(j) Capital and operating leases**

Costs in respect of operating leases are charged against income on a straight-line basis over the lease term. Leasing agreements, which transfer to the Group substantially all the benefits and risks of ownership of an asset, are treated as if the asset had been purchased outright. The assets are included in property, plant and equipment ("capital leases") and the capital element of the lease commitments is shown as an obligation under capital leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligation and the interest element is charged against profit so as to give a consistent periodic rate of charge on the remaining balance outstanding at the end of each accounting period. Assets held under capital leases are depreciated over the useful lives of the equivalent owned assets.

**(k) Revenue recognition**

No revenue is recognized unless there is persuasive evidence of an arrangement, the price to the buyer is fixed or determinable, delivery has occurred and collectibility of the sales price is reasonably assured. Revenue is recognized when title and risk of loss are transferred to customers, which is generally the point at which products are leaving the ports of Hong Kong or Shenzhen as designated by our customers. Shipping costs billed to the Company's customers are included within revenue. Associated costs are classified as part of cost of sales.

The Company provides to certain customers an additional one to two percent of the quantity of certain products ordered in lieu of a warranty, which are recognized as cost of sales when these products are shipped to customers from the Company's facilities. In addition, certain products sold by the Company are subject to a limited product quality warranty. The Company accrues for estimated incurred but unidentified quality issues based upon historical activity and known quality issues if a loss is probable and can be reasonably estimated. The standard limited warranty period is one to three years. Quality returns, refunds, rebates and discounts are recorded net of sales at the time of sale and estimated based on past history. All sales are based upon firm orders with fixed terms and conditions, which generally cannot be modified. Historically, the Company has not experienced material differences between its estimated amounts of quality returns, refunds, rebates and discounts and the actual results. In all contracts, there is no price protection or similar privilege in relation to the sale of goods.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies (Continued)**

**(l) Research and development costs**

Research and development costs include salaries, utilities and contractor fees that are directly attributable to the conduct of research and development progress primarily related to the development of new design of products. Research and development costs are expensed in the financial period in which they are incurred.

**(m) Advertising**

Advertising costs are expensed as incurred and are included within selling expenses. Advertising costs were approximately \$2,000, \$5,000 and \$26,000 for the fiscal years ended March 31, 2011, 2012 and 2013, respectively.

**(n) Income taxes**

The Company complies with ASC 740 for uncertainty in income taxes recognized in financial statements. ASC 740 prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company's accounting policy is to treat interest and penalties as components of income taxes.

**(o) Foreign currency translations**

(i) The Group's functional currency is the United States dollar. The financial statements of foreign subsidiaries where the United States dollar is the functional currency and which have transactions denominated in non-United States dollar currencies are translated into United States dollars at the exchange rates existing on that date. The translation of local currencies into United States dollars creates transaction adjustments which are included in net loss. Exchange differences are recorded in the statements of operations and comprehensive loss.

(ii) The financial statements of foreign subsidiaries, where non-United States dollar currencies are the functional currencies, are translated into United States dollars using exchange rates in effect at period end for assets and liabilities and average exchange rates during each reporting period for statement of operations. Adjustments resulting from translation of these financial statements are reflected as a separate component of shareholders' equity in accumulated other comprehensive income.

**(p) Stock options and warrants**

Stock options have been granted to employees, directors and non-employee directors. Upon exercise of the options, a holder can acquire shares of common stock of the Company at an exercise price determined by the board of directors. The options are exercisable based on the vesting terms stipulated in the option agreements or plan.

The Company follows the guidance of ASC 718, Accounting for Stock Options and Other Stock-Based Compensation. ASC 718 requires companies to record compensation expense for share-based awards issued to employees and directors in exchange for services provided. The amount of the compensation expense is based on the estimated fair value of the awards on their grant dates and is recognized over the required service periods. Our share-based awards include stock options and restricted stock awards. The estimated fair value underlying our calculation of compensation expense for stock options is based on the Black-Scholes pricing model. Forfeitures of share-based awards are estimated at the time of grant and revised, if necessary, in subsequent periods if our estimates change based on the actual amount of forfeitures we have experienced.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**1 Description of business and significant accounting policies (Continued)**

**(q) Recent accounting pronouncements**

In July 2012, the FASB issued Accounting Standard Update No. 2012-02, “Intangibles—Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment” (“ASU 2012-02”), which affords an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity’s financial statements for the most recent annual or interim period have not yet been issued. The Company does not believe that adoption of ASU 2012-02 will have a significant impact on its financial position, results of operations or cash flows.

We believe there is no additional new accounting guidance adopted, but not yet effective that is relevant to the readers of our financial statements. However, there are numerous new proposals under development which, if and when enacted, may have a significant impact on our financial reporting.

**(r) Fair value of financial instruments**

The Group complies with ASC 820, “Fair Value Measurements” (“ASC 820”). ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity’s own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**2 Allowance for doubtful accounts**

Changes in the allowance for doubtful accounts as of March 31, 2011, 2012 and 2013 comprise:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Balance, April 1	1,460	1,415	1,415
Write back for the year	(45)	—	—
Balance, March 31	<u>1,415</u>	<u>1,415</u>	<u>1,415</u>

Most of the Company's trade receivables are generally unsecured, except for two customers with receivables covered by credit insurance under a factoring agreement.

As of March 31, 2011, the Company had collected \$45,000 from Gram Precision Scales Inc. ("Gram"). The Company believed that the recoverability of the remaining \$1,415,000 was doubtful, and continued to include this amount in allowance for doubtful accounts as of March 31, 2012 and March 31, 2013.

**3 Inventories**

The components of inventories as of March 31, 2012 and 2013 are as follows:

	2012 \$ in thousands	2013 \$ in thousands
Raw materials	1,477	1,904
Work in progress	1,512	2,487
Finished goods	1,116	1,069
	<u>4,105</u>	<u>5,460</u>

During the year ended March 31, 2013, the Company has disposed of obsolete inventories of approximately \$1,303,000 together with an allowance for inventories of approximately \$1,303,000, which resulted in no extra charge to the consolidated statements of operations under cost of sales. During the year ended March 31, 2012, based upon material composition and expected usage, the Company established an allowance for obsolete inventories of approximately \$283,000, which was charged to the consolidated statements of operations under cost of sales.

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**4 Property, plant and equipment, net**

During the fiscal years ended March 31, 2011, 2012 and 2013, depreciation expenses charged to the consolidated statements of operations amounted to approximately \$99,000, \$54,000 and \$120,000 respectively. As at March 31, 2011, 2012 and 2013, fully depreciated assets that were still in use by the Group amounted to \$31,222,000, \$32,280,000, and \$32,858,000 respectively.

Property, plant and equipment in Shenzhen were assessed for impairment according to the policy described in note 1(i). The Company concluded that no impairment to property, plant and equipment in Shenzhen was required for the fiscal years ended March 31, 2012 and 2013.

**5 Interests in subsidiaries**

Particulars of principal subsidiaries as of March 31, 2012 and 2013 are as follows:

Name of company	Place of incorporation and kind of legal entity	Particulars of issued capital/ registered capital	Percentage of capital held by the Company		Principal activities
			2012	2013	
Bonso Electronics Limited * ("BEL")	Hong Kong, limited liability company	HK\$5,000,000 (US\$641,026)	100%	100%	Investment holding, and trading of scales and pet electronics products
Bonso Investment Limited ("BIL")	Hong Kong, limited liability company	HK\$3,000,000 (US\$384,615)	100%	100%	Investment holding
Bonso Electronics (Shenzhen) Company Limited ("BESCL")	PRC, limited liability company	US\$12,621,222	100%	100%	Production of scales and pet electronics products
Bonso Advanced Technology Limited * ("BATL")	Hong Kong, limited liability company	HK\$1,000,000 (US\$128,205)	100%	100%	Investment holding, and trading of scales and pet electronics products
Bonso Advanced Technology (Xinxing) Limited ("BATXXCL")	PRC, limited liability company	US\$8,995,324	100%	100%	Production of scales and pet electronics products
Modus Enterprise International Inc. * ("MEII")	British Virgin Island, limited liability company	HK\$7,800 (US\$1,000)	100%	100%	Investment holding
Bonso USA, Inc. ("Bonso USA")	USA, limited liability company	US\$ 1,000	100%	100%	Dormant

\* Shares directly held by the Company

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**6 Other intangible assets**

Other intangible assets are analyzed as follows:

	Other intangible assets	
	March 31,	
	2012	2013
	\$ in thousands	\$ in thousands
Cost	5,927	6,769
Less: accumulated amortization	(1,937)	(2,179)
	3,990	4,590

The components of other intangible assets are as follows:

	March 31,	
	2012	2013
	\$ in thousands	\$ in thousands
Land use right of factory land in Shenzhen, Guangdong, PRC	1,577	2,215
Land use right of factory land in Xinxing, Guangdong, PRC	2,413	2,375
	3,990	4,590

Amortization expense in relation to other intangible assets was approximately \$208,000, \$176,000 and \$226,000 for each of the fiscal years ended March 31, 2011, 2012 and 2013, respectively.

As of March 31, 2013, future minimum amortization expenses in respect of other intangible assets are as follows:

	\$ in thousands
2014	244
2015	244
2016	244
2017	244
2018	244
Thereafter	3,370
Total	4,590

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**7 Banking facilities**

As of March 31, 2013, the Group had general banking facilities for bank overdrafts, letters of credit, notes payable, factoring, short-term loans and long-term loans. The facilities are interchangeable with total amounts available of \$10,000,000 (2012: \$8,183,000). The general banking facilities utilized by the Group are denominated in United States dollars and Hong Kong dollars.

The Group's general banking facilities, expressed in United States dollars, are further detailed as follows:

	<u>Amount available</u>		<u>Amount utilized</u>		<u>Amount unutilized</u>		<u>Terms of banking facilities as of</u>	
	March 31, 2012 \$ in thousands	2013	March 31, 2012 \$ in thousands	2013	March 31, 2012 \$ in thousands	2013	March 31, 2013 Interest rate	Repayment terms
<b>Import and export facilities</b>								
Combined limit	6,154	6,154	1,870	2,788	4,284	3,366		
Including sub-limit of:								
Notes payable	4,487	4,487	1,870	2,276	2,617	2,211	HIBOR* +2.5%	Repayable in full within 120 days
Bank overdrafts	641	641	—	180	641	461	Prime rate + 1%	Repayable on demand
Factoring	2,400	2,400	—	332	2,400	2,068	HIBOR* +1.5%	
<b>Other facilities</b>								
Export Documentary Credits	1,923	1,923	—	—	1,923	1,923		
Term Loan	106	1,923	—	1,025	106	898	HIBOR* +2.25%	
	<u>8,183</u>	<u>10,000</u>	<u>1,870</u>	<u>3,813</u>	<u>6,313</u>	<u>6,187</u>		

\* HIBOR is the Hong Kong Interbank Offer Rate

**Bonso Electronics International Inc.**  
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**7 Banking facilities (Continued)**

The United States Dollar equivalent amounts of banking facilities utilized by the Group are denominated in the following currencies:

	Amount utilized	
	March 31, 2012	2013
	\$ in thousands	\$ in thousands
Hong Kong dollars	1,870	3,813

The Prime Rate and HIBOR were 5.00% and 0.54% per annum, respectively, as of March 31, 2013. The Prime Rate is determined by the Hong Kong Bankers Association and is subject to revision from time to time. Interest rates are subject to change if the Company defaults on the amount due under the facility or draws in excess of the facility amounts, or at the discretion of the banks.

Average amount of bank borrowings were \$1,386,000 and \$2,076,000 for the fiscal years ended March 31, 2012 and 2013, respectively.

The weighted average interest rates of short-term borrowings of the Group are as follows:

	As of March 31, 2012	2013
Bank overdrafts	6.00%	6.00%
Notes payable	2.80%	2.92%

**Bonso Electronics International Inc.**  
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**8 Income tax**

- (a) The companies comprising the Group are subject to tax on an entity basis on income arising in or derived from Hong Kong, Germany, the PRC, and the United States of America (“USA”). The tax rate of the subsidiaries operating in Hong Kong was 16.5% for the year ended March 31, 2013 (2012: 16.5%, 2011: 16.5%). The subsidiary of the Group in Germany was registered as a partnership in Germany, which was subject to a statutory tax rate of 14.17% during each of the three years in the period ended March 31, 2010. The Group is not subject to income taxes in the British Virgin Islands. The statutory tax rate in the USA was 34% for the three years ended March 31, 2013.

Hong Kong Tax

BEL, BATL and BIL are subject to the Hong Kong profits tax rate of 16.5% (2012: 16.5%). Management of BEL has determined that all income and expenses are offshore and not subject to Hong Kong profits tax. As a result, BEL did not incur any Hong Kong profits tax during the years presented. BATL has no assessable profits for the year, and no current year provision for taxation has been made.

PRC Tax

BESCL is registered and operates in Shenzhen, the PRC, and is subject to a tax rate of 24%, 25% and 25% for the tax years ended December 31, 2011, 2012 and 2013, respectively. BATXXCL is registered in Xinxing, Guangdong, PRC, and was entitled to a 50% reduction in PRC income tax for the three tax years ended December 31, 2011 and 2012. BATXXCL is subject to a tax rate of 25% thereafter.

- (b) On March 16, 2007, the PRC Enterprise Income Tax Law (the “EIT Law”) was enacted by the PRC government. The EIT Law, effective January 1, 2008, imposes a uniform tax rate of 25% for both domestic and foreign-invested enterprises and revokes the then current tax exemption, reduction and preferential treatments applicable to foreign-invested enterprises. However, there is a transition period for enterprises, whether foreign-invested or domestic, that were receiving preferential tax treatments granted by relevant tax authorities at the time the EIT Law became effective. Under the grandfathering rules of the EIT Law, enterprises that are subject to an enterprise income tax (“EIT”) rate lower than 25% will continue to enjoy lower rates with gradual transition to the new tax rate of 25% in five years from the effective date of the EIT Law. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires.

During the period from January 1, 2008 to March 31, 2010, the Company’s subsidiaries operating in the PRC were subject to the EIT Law and its standard tax rate of 25%, but the PRC subsidiaries are entitled to the grandfathering incentives. For the tax years ended December 31, 2007, 2008 and 2009, BECSL, the Company’s PRC subsidiary, was subject to a tax rate of 15%, 18% and 20%, respectively. BESCL is subject to tax rates of 22% and 24% for the tax years ended December 31, 2010 and 2011, respectively, and a uniform tax rate of 25% for the tax year ended December 31, 2012 and thereafter. BATXXCL was entitled to an exemption from PRC income tax for the two tax years ended December 31, 2008 and 2009. BATXXCL is subject to a tax rate of 12.5% for the tax years ended December 31, 2010, 2011 and 2012 and will be subject to a tax rate of 25% thereafter.

**Bonso Electronics International Inc.**  
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**8 Income tax (Continued)**

(c) Income is subject to taxation in the various countries in which the Company and its subsidiaries operate. The loss before income taxes by geographical location is analyzed as follows:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Hong Kong	2,451	(2,171)	(3,509)
PRC	(3,876)	(181)	2,832
Others	(6)	1,452	(48)
<b>Total</b>	<b>(1,431)</b>	<b>(900)</b>	<b>(725)</b>

Others mainly include the (loss) / profit from BVI and the United States.

(d)

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Deferred income tax	—	17	2
Current income tax expense	—	(19)	(31)
<b>Total income tax expense</b>	<b>—</b>	<b>(2)</b>	<b>(29)</b>

The components of the income tax expense by geographical location are as follows:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Hong Kong	—	(2)	(29)
PRC	—	—	—
Others	—	—	—
<b>Total</b>	<b>—</b>	<b>(2)</b>	<b>(29)</b>

At the end of the accounting period, the income tax liabilities are as follows:

	2012 \$ in thousands	2013 \$ in thousands
Non-current	2,595	2,595
Current	44	7
<b>Total</b>	<b>2,639</b>	<b>2,602</b>

**Bonso Electronics International Inc.**  
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**8 Income tax (Continued)**

(e)

	2012 \$ in thousands	2013 \$ in thousands
Deferred income tax assets	—	—
Deferred income tax liabilities	(2)	—
	<u>(2)</u>	<u>—</u>

Deferred tax assets comprise the following:

	2012 \$ in thousands	2013 \$ in thousands
Total loss carryforwards	784	700
Others	—	—
Less: Valuation allowance	(784)	(700)
	—	—
Less: current portion	—	—
Non-current portion	<u>—</u>	<u>—</u>

As of March 31, 2012 and 2013, the Group had accumulated tax losses amounting to \$3,136,000 and \$2,811,000 (the tax effect thereon is \$784,000 and \$700,000), respectively, subject to the final agreement by the relevant tax authorities, which may be carried forward and applied to reduce future taxable income which is earned in or derived from Hong Kong and other countries. Realization of deferred tax assets associated with tax loss carry forwards is dependent upon generating sufficient taxable income prior to their expiration. A valuation allowance is established against such tax losses when management believes it is more likely than not that a portion may not be utilized. As of March 31, 2013, the Group's accumulated tax losses of \$174,000 will expire in 2016, \$299,000 will expire in 2017 and \$1,773,000 will expire in 2018.

(f) Changes in valuation allowance are as follows:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Balance, April 1	122	485	784
Charged / (credited) to income tax expense	363	299	(84)
Balance, March 31	<u>485</u>	<u>784</u>	<u>700</u>

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**8 Income tax (Continued)**

- (g) The actual income tax expense attributable to earnings for the fiscal years ended March 31, 2011, 2012 and 2013 differed from the amounts computed by applying the Hong Kong statutory tax rate in accordance with the relevant income tax law as a result of the following:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Loss before income taxes	(1,431)	(900)	(725)
Income tax benefit on pretax income at statutory rate	236	148	120
Effect of different tax rates of subsidiary operating in other jurisdictions	215	176	(249)
Profit not subject to income tax	4,657	4,369	3,600
Expenses not deductible for income tax purposes	(5,116)	(4,715)	(3,469)
(Increase) / decrease in valuation allowance	(363)	(299)	84
Reversal of provision as a result of development of tax rules	7	20	—
Under provision of prior year	—	—	(31)
Tax losses not yet recognized / (utilization of tax losses not previously recognized)	364	299	(84)
Total income tax expense	<u>—</u>	<u>(2)</u>	<u>(29)</u>

The statutory rate of 16.5% used above is that of Hong Kong, where the Company's main business is located.

- (h) The Company complies with ASC 740 and recognized a \$1,170,000 increase in the liability for unrecognized tax benefits and penalties of \$994,000, which were accounted for as a reduction to the April 1, 2007 balance of retained earnings. The Company assessed the tax position during the fiscal year ended March 31, 2013 and concluded that the same tax liability was to be carried forward. Included in the total tax liabilities of \$2,602,000 (2012: \$2,639,000, 2011: \$2,619,000), the uncertain tax liabilities in respect of this for the years ended March 31, 2011, 2012 and 2013 are as follows:

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Balance, April 1	2,164	2,164	2,164
Changes in uncertain tax liabilities	<u>—</u>	<u>—</u>	<u>—</u>
Balance, March 31	<u>2,164</u>	<u>2,164</u>	<u>2,164</u>

The Company's accounting policy is to treat interest and penalties as components of income taxes. As of March 31, 2013, the Company had accrued penalties related to uncertain tax positions of \$nil.

**Bonso Electronics International Inc.**  
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**8 Income tax (Continued)**

The Company files income tax returns in Hong Kong, the PRC and various foreign tax jurisdictions. There are two subsidiaries which operate within each of the Company's major jurisdictions, resulting in a range of open tax years. The open tax years for the Company and its significant subsidiaries range between the fiscal year ended March 31, 2006 and the fiscal year ended March 31, 2010. The provisions made as a result of these open tax cases are subject to a final agreement by the relevant tax authorities.

**Bonso Electronics International Inc.**  
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**9 Leases**

The Group leases three investment properties under rental agreements to third parties, and the Group will need to pay a cancellation fee of approximately \$9,000 if the Group decides to terminate all the rental agreements before their expiry.

Rental expense for all operating leases amounted to approximately \$191,000, \$108,000 and \$nil for the fiscal years ended March 31, 2011, 2012 and 2013, respectively.

**10 Commitments**

Capital expenditures contracted at the balance sheet date but not yet provided for are as follows:

	March 31, 2012 \$ in thousands	2013 \$ in thousands
Construction in Xinxing, Guangdong, PRC	<u>757</u>	<u>260</u>

As of March 31, 2013, the Company entered into contractor agreements to construct factory building and leasehold improvements on the land in Xinxing, the PRC for total consideration of \$1,823,000. \$1,563,000 has been paid, and the remaining balance of \$260,000 is to be paid in accordance with the progress of the construction.

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**11 Discontinued Operations**

On March 31, 2009, the Company's German subsidiary, Korona, sold its assets (accounts receivable, inventories, toolings and intellectual property rights) to a third party. Korona had no operations since April 1, 2009 and was liquidated in February 2012.

The following table summarizes the result of these discontinued operations, net of income taxes.

Discontinued Operations (Korona)

	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Sales	—	—	—
Cost of Sales	—	—	—
Administrative expenses	(129)	—	—
Operating loss and net loss	(129)	—	—

The carrying values of the assets and liabilities of the disposal group classified as held for sale as at March 31, 2012 and 2013 were as follows:

	March 31, 2012 \$ in thousands	March 31, 2013 \$ in thousands
<b>Assets:</b>		
Total assets of discontinued operations	—	—
<b>Liabilities:</b>		
Liabilities of discontinued operations	—	—



**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**

**12 Stockholders' equity**

(a) Repurchase of common stock

In August of 2001, the Company's Board of Directors authorized a program for the Company to repurchase up to \$500,000 of its common stock. This repurchase program does not obligate the Company to acquire any specific number of shares or acquire shares over any specified period of time. No stock had been repurchased when, on November 16, 2006, the Company's Board of Directors authorized another \$1,000,000 for the Company to repurchase its common stock under the same repurchase program. This authorization to repurchase shares increased the amount authorized for repurchase from \$500,000 to \$1,500,000. The Board of Directors believed that the common stock was undervalued and that the repurchase of common stock would be beneficial to the Company's shareholders. No shares were repurchased during the fiscal year ended March 31, 2008. During the fiscal year ended March 31, 2009, 70,019 shares (\$134,000) were purchased under this program. No shares were repurchased during the three fiscal years ended March 31, 2011, 2012 and 2013. The Company may from time to time repurchase shares of its common stock under this program.

(b) Preferred stock

The Company has authorized share capital of \$100,000 for 10,000,000 shares of preferred stock, with par value of \$0.01 each, divided into 2,500,000 shares each of class A preferred stock, class B preferred stock, class C preferred stock and class D preferred stock. Shares may be issued within each class from time to time by the Company's Board of Directors in its sole discretion without the approval of the shareholders, with such designations, power, preferences, rights, qualifications, limitation and restrictions as the Board of Directors shall fix and as have not been fixed in the Company's Memorandum of Association. The Company has not issued any shares of preferred stock as of March 31, 2013.

(c) Dividends

No dividends were declared by the Company for each of the fiscal years ended March 31, 2011, 2012 and 2013, respectively.

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**13 Stock option and bonus plans**

- (a) On September 7, 2004, the Company's stockholders adopted the 2004 Stock Bonus Plan (the "Stock Bonus Plan") which authorizes the issuance of up to five hundred thousand (500,000) shares of the Company's common stock in the form of stock bonus.

The purpose of this Stock Bonus Plan is to (i) induce key employees to remain in the employment of the Company or of any subsidiary of the Company; (ii) encourage such employees to secure or increase their stock ownership in the Company; and (iii) reward employees, non-employee directors, advisors and consultants for services rendered or to be rendered to or for the benefit of the Company or any of its subsidiaries. The Company believes that the Stock Bonus Plan will promote continuity of management and increase incentive and personal interest in the welfare of the Company.

The Stock Bonus Plan shall be administered by a committee appointed by the Board of Directors which consists of at least two but not more than three members of the Board, one of whom shall be a non-employee of the Company. The existing Committee members are Mr. Anthony So and Mr. Woo Ping Fok. The Committee has the authority, in its sole discretion: (i) to determine the parties to receive bonus stock, the times when they shall receive such awards, the number of shares to be issued and the time, terms and conditions of the issuance of any such shares; (ii) to construe and interpret the terms of the Stock Bonus Plan; (iii) to establish, amend and rescind rules and regulations for the administration of the Stock Bonus Plan; and (iv) to make all other determinations necessary or advisable for administering the Stock Bonus Plan.

On March 23, 2004, the Company's stockholders adopted the 2004 Stock Option Plan (the "2004 Plan") which provides for the grant of up to six hundred thousand (600,000) shares of the Company's common stock in the form of stock options, subject to certain adjustments as described in the Plan.

The purpose of the 2004 Plan is to secure key employees to remain in the employment of the Company and to encourage such employees to secure or increase on reasonable terms their common stock ownership in the Company. The Company believes that the 2004 Plan promotes continuity of management and increased incentive and personal interest in the welfare of the Company.

The 2004 Plan is administered by a committee appointed by the Board of Directors which consists of at least two but not more than three members of the Board, one of whom shall be a non-employee of the Company. The current committee members are Mr. Anthony So and Mr. Woo Ping Fok. The committee determines the specific terms of the options granted, including the employees to be granted options under the plan, the number of shares subject to each option grant, the exercise price of each option and the option period, subject to the requirement that no option may be exercisable more than 10 years after the date of grant. The exercise price of an option may be less than the fair market value of the underlying shares of Common Stock. No options granted under the plan will be transferable by the optionee other than by will or the laws of descent and distribution, and each option will be exercisable during the lifetime of the optionee only by the optionee.

The exercise price of an option granted pursuant to the 2004 Plan may be paid in cash, by the surrender of options, in common stock, in other property, including a promissory note from the optionee, or by a combination of the above, at the discretion of the Committee.

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**13 Stock option and bonus plans (Continued)**

(a) (Continued)

In October 1996, the Company's Board of Directors approved the 1996 Stock Option Plan and 1996 Non-Employee Directors' Stock Option Plan. Under the 1996 Stock Option Plan, the Company may grant options of common stock to certain employees and directors of the Company for a maximum of 900,000 shares. The 1996 Stock Option Plan is administered by a committee appointed by the Board of Directors which determines the terms of options granted, including the exercise price, the option periods and the number of shares to be subject to each option. The exercise price of options granted under the 1996 Stock Option Plan may be less than the fair market value of the common shares on the date of grant. The maximum term of options granted under the 1996 Stock Option Plan is 10 years. The right to acquire the common shares is not assignable except for certain conditions stipulated in the 1996 Stock Option Plan.

Under the 1996 Non-Employee Directors' Stock Option Plan, the non-employee directors were automatically granted stock options on the third business day following the day of each annual general meeting of the Company to purchase shares of common stock. The maximum number of authorized shares under the 1996 Non-Employee Director's Stock Option Plan was 600,000. The exercise price of all options granted under the 1996 Non-Employee Directors' Stock Option Plan shall be one hundred percent of the fair market value per share of the common shares on the date of grant. The maximum term of options granted under the 1996 Non-Employee Directors' Stock Option Plan is 10 years. No stock option may be exercised during the first six months of its term except for certain conditions provided in the 1996 Non-Employee Directors' Stock Option Plan. The right to acquire the common shares is not assignable except for under certain conditions stipulated in the 1996 Non-Employee Directors' Stock Option Plan.

In April 2003, the Company issued options to certain directors and non-employee directors of the Company to purchase an aggregate of 372,500 shares of common stock of the Company at an exercise price of \$1.61. The options expired on March 31, 2013. The exercise prices of these options were equal to the fair market value at the time of grant. No such options have been exercised during the years ended March 31, 2011, 2012 and 2013.

In March 2004, the Company issued options to certain non-employee directors of the Company to purchase an aggregate of 40,000 shares of common stock of the Company at an exercise price of \$6.12. The options shall expire on March 25, 2014 and can be exercised at any time after granting. The exercise prices of these options were equal to the fair market value at the time of grant. No such options were exercised during the years ended March 31, 2011, 2012 and 2013.

**Bonso Electronics International Inc.**  
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**13 Stock option and bonus plans (Continued)**

(a) (Continued)

In September 2004, the Company issued options to certain non-employee directors of the Company to purchase an aggregate of 40,000 shares of common stock of the Company at an exercise price of \$6.20. The options shall expire on September 12, 2014 and can be exercised at any time after granting. The exercise prices of these options were equal to the fair market value at the time of grant. No such option was exercised during the years ended March 31, 2011, 2012 and 2013.

In December 2005, the Company issued options to certain non-employee directors of the Company to purchase an aggregate of 30,000 shares of common stock of the Company at an exercise price of \$4.50. The options shall expire on December 4, 2015 and can be exercised at any time after granting. The exercise prices of these options were equal to the fair market value at the time of grant. No such options had been exercised during the years ended March 31, 2011, 2012 and 2013.

On November 16, 2006, the Board of Directors of the Company voted to rescind the Company's 1996 Non-Employee Directors' Stock Option Plan (the "Non-Employee Directors' Plan"). All options previously granted under the Non-Employee Directors' Plan continue in full force and effect pursuant to their terms of grant.

During the fiscal year ended March 31, 2013, no shares or share options were granted under the 1996 Stock Option Plan.

(b) The stock options summary as of March 31, 2013 is as follows:

	Number of options	Weighted average exercise price
Balance, March 31, 2011	826,500	\$ 2.83
Expired	<u>(374,000)</u>	<u>\$ 3.10</u>
Balance, March 31, 2012	452,500	\$ 2.61
Expired	<u>(342,500)</u>	<u>\$ 1.61</u>
Balance, March 31, 2013	<u>110,000</u>	<u>\$ 5.71</u>

**Bonso Electronics International Inc.**  
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**13 Stock option and bonus plans (Continued)**

(c) The following table summarizes information about all stock options of the Company outstanding as at March 31, 2013:

Weighted average exercise price	Number outstanding at March 31, 2013	Weighted average remaining life (years)	Exercisable shares at March 31, 2013
\$ 4.50	30,000	2.8	30,000
\$ 6.12	40,000	1.0	40,000
\$ 6.20	40,000	1.5	40,000
\$ 5.71	110,000	1.7	110,000

The intrinsic value of options outstanding and exercisable was \$nil, \$nil and \$nil on March 31, 2011, 2012 and 2013, respectively. The intrinsic value represents the pre-tax intrinsic value (the difference between the closing stock price of the Company's common stock on the balance sheet date and the exercise price for both the outstanding and exercisable options) that would have been received by the option holders if all options had been exercised on March 31, 2011, 2012 and 2013.

New shares will be issued by the Company upon future exercise of stock options.

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**14 Related party transactions**

(a) The Group paid emoluments, commissions and/or consultancy fees to its directors, officers and former directors as follows:

Year Ended March 31,	Mr. Anthony So Director, Chief Executive  Officer and Treasurer \$ in thousands	Mr. Kim Wah Chung Director  \$ in thousands	Mr. Woo-Ping For Director  \$ in thousands	Mr. Andrew So Director  \$ in thousands
2011	\$915 (i), (iii)	\$165 (iii)	Nil	—
2012	\$857 (i), (iii)	\$161 (iii)	Nil	\$ 88
2013	\$857 (i), (iii)	\$160 (iii)	Nil	\$ 124

Year Ended March 31,	Mr. J. Stewart Jackson. IV  Former Director \$ in thousands	Mr. Henry Schlueter Director and Assistant Secretary \$ in thousands	Mr. Albert So Director, Chief Financial Officer and Secretary \$ in thousands
2011	Nil	\$87 (ii)	\$118
2012	Nil	\$68 (ii)	\$118
2013	Nil	\$74 (ii)	\$124 (iii)

The emoluments paid to the Group's directors and officers were included in the salaries and related costs, while the consultancy fees or professional fees paid to Schlueter & Associates, P.C., were included in the administration and general expenses.

- (i) Apart from the emoluments paid by the Group as shown above, one of the properties of the Group in Hong Kong is also provided to Mr. Anthony So for his accommodation.
- (ii) The amounts for the years ended March 31, 2011, 2012 and 2013 represented professional fees paid to Schlueter & Associates, P.C., the Group's SEC counsel, in which Mr. Henry Schlueter is one of the principals.
- (iii) The amount for the year ended March 31, 2011, included unpaid vacation payments of \$115,000 and \$14,000 for Mr. Anthony So, and Mr. Kim Wah Chung, respectively. The amount for the year ended March 31, 2012, included unpaid vacation payments of \$57,000 and \$10,000 for Mr. Anthony So, and Mr. Kim Wah Chung, respectively. The amount for the year ended March 31, 2013, included unpaid vacation payments of \$57,000, \$9,000, \$5,000 for Mr. Anthony So, Mr. Kim Wah Chung, and Mr. Albert So, respectively.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**15 Concentrations and Credit Risk**

The Group operates principally in the PRC (including Hong Kong) and grants credit to its customers in this geographic region. Although the PRC is economically stable, it is always possible that unanticipated events in foreign countries could disrupt the Group's operations.

Financial instruments that potentially subject the Group to a concentration of credit risk consist of cash, trade and notes receivables.

At March 31, 2012 and 2013, the Company had credit risk exposure of uninsured cash in banks of approximately \$3,014,000 and \$2,154,000, respectively.

A substantial portion, 60%, 66% and 52% of revenue, was generated from one customer for the years ended March 31, 2011, 2012 and 2013, respectively.

The net sales to customers representing at least 10% of net total sales are as follows:

	Year Ended March 31,					
	2011		2012		2013	
	\$ in thousands	%	\$ in thousands	%	\$ in thousands	%
Sunbeam Products, Inc.	16,934	60	17,499	66	15,818	52
Fitbit, Inc.	—	—	106	1	5,493	18
Gottl Kern + Sohn GMBH	3,970	14	3,744	14	3,814	13
		<u>74</u>		<u>81</u>		<u>83</u>

The following customers had balances greater than 10% of the total trade receivables at the respective balance sheet dates set forth below:

	March 31,			
	2012		2013	
	\$ in thousands	%	\$ in thousands	%
Sunbeam Products, Inc.	1,230	59	1,152	42
Fitbit, Inc.	17	1	884	32
Pitney Bowes Inc.	455	22	347	13
		<u>82</u>		<u>87</u>

At March 31, 2012 and 2013, these customers accounted for 82% and 87%, respectively, of net trade receivables. The trade receivables have repayment terms of not more than twelve months. Trade receivables for two customers (Sunbeam Products, Inc. and Fitbit, Inc.) accounted for 74% of net sales for the fiscal year ended March 31, 2013 (2012: 60%), and they were covered by credit insurance under a factoring agreement with a bank. The Group does not require collateral to support financial instruments that are subject to credit risk.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**16 Employee retirement benefits and severance payment allowance**

- (a) With effect from January 1, 1988, BEL, a wholly-owned foreign subsidiary of the Company in Hong Kong, implemented a defined contribution plan (the "Plan") with a major international insurance company to provide life insurance and retirement benefits for its employees. All permanent full time employees who joined BEL before December 2000, excluding factory workers, are eligible to join the Plan. Each eligible employee that chooses to participate in the Plan is required to contribute 5% of their monthly salary, while BEL is required to contribute from 5% to 10% depending on the eligible employee's salary and number of years in service.

The Mandatory Provident Fund (the "MPF") was introduced by the Hong Kong Government and commenced in December 2000. BEL joined the MPF by implementing a plan with a major international insurance company. All permanent Hong Kong full time employees who joined BEL on or after December 2000, excluding factory workers, must join the MPF, except for those who joined the Plan before December 2000. Both the employee's and employer's contributions to the MPF are 5% of the eligible employee's monthly salary and are subject to a maximum mandatory contribution of HK\$1,000 (US\$128) per month. The maximum mandatory employee's and employer's contributions per month increased to HK\$1,250 (US\$160) respectively since June 1, 2012.

Pursuant to the relevant PRC regulations, the Group is required to make contributions for each employee, at rates based upon the employee's standard salary base as determined by the local Social Security Bureau, to a defined contribution retirement scheme organized by the local Social Security Bureau in respect of the retirement benefits for the Group's employees in the PRC.

- (b) The contributions to each of the above schemes are recognized as employee benefit expenses when they are due and are charged to the consolidated statement of operations. The Group's total contributions to the above schemes for the years ended March 31, 2011, 2012 and 2013 amounted to \$318,000, \$239,000 and \$225,000 respectively. The Group has no other obligation to make payments in respect of retirement benefits of the employees.
- (c) According to the New Labor Law in the PRC which was effective on January 1, 2009, a company is required to provide one month's salary for each year of service as a severance payment. As such, the Group recognized a provision of \$743,000 in the fiscal year ended March 31, 2013 for severance payments for staff in the PRC (2012: \$841,000). The accrued severance payment allowance is reviewed every year.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**17 Loss per share**

	Year ended March 31		
	2011 \$ in thousands	2012 \$ in thousands	2013 \$ in thousands
Loss applicable to common shareholders			
– continuing operations	(\$ 1,431)	(\$ 902)	(\$ 754)
– discontinued operations	(\$ 129)	—	—
Net loss	(\$ 1,560)	(\$ 902)	(\$ 754)
Weighted average shares outstanding	5,246,903 shares	5,246,903 shares	5,246,903 shares
Loss per share – continuing operations	(\$ 0.27)	(\$ 0.17)	(\$ 0.14)
Loss per share – discontinued operations	(\$ 0.02)	—	—
Net loss per share, basic and diluted	(\$ 0.29)	(\$ 0.17)	(\$ 0.14)

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares of common stock outstanding. Diluted earnings per share is computed in a manner consistent with that of basic earnings per share while giving effect to all potentially dilutive shares of common stock that were outstanding during the period, including stock options.

The diluted net loss per share is the same as the basic net loss per share for the years ended March 31, 2011, 2012 and 2013, as all potential ordinary shares (826,500 shares on March 31, 2011, 452,500 shares on March 31, 2012 and 110,000 shares on March 31, 2013) from the exercise of stock options are anti-dilutive and are therefore excluded from the computation of diluted net loss per share.

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**18 Business segment information**

(a) The Group is organized based on the products it offers. Under this organizational structure, the Group's operations can be classified into four business segments, Scales, Telecommunications Products, Pet Electronics and Others for the fiscal years ended March 31, 2012 and 2013.

Scales operations principally involve production and marketing of sensor-based scales products. These include bathroom, kitchen, office, jewelry, laboratory, postal and industrial scales that are used in consumer, commercial and industrial applications.

Telecommunication Products operations principally involve production and modification of two-way radios and cordless telephones that are used in consumer and commercial applications. The Group no longer manufactures and sells telecommunications products.

Pet Electronics Products principally involve development and production of pet-related electronics products that are used in consumer applications.

The "Others" segment is a residual, which principally includes the activities of (i) tooling and mould charges for scales, telecommunications products and pet electronics products, and (ii) sales of scrap materials.

The accounting policies of the Group's reportable segments are the same as those described in the description of business and significant accounting policies.

Summarized financial information by business segment as of March 31, 2011, 2012 and 2013 is as follows:

	<u>Net sales</u> \$ in thousands	<u>Operating profit/(loss)</u> \$ in thousands	<u>Identifiable assets as of March 31</u> \$ in thousands	<u>Depreciation and amortization</u> \$ in thousands	<u>Capital expenditure</u> \$ in thousands
<b>2013</b>					
Scales & Pet Electronics Products	30,386	(570)	20,097	120	1,412
Total operating segments	30,386	(570)	20,097	120	1,412
Corporate	—	—	7,026	226	—
Group	<u>30,386</u>	<u>(570)</u>	<u>27,123</u>	<u>346</u>	<u>1,412</u>
<b>2012</b>					
Scales & Pet Electronics Products	26,682	(249)	17,147	54	3,415
Total operating segments	26,682	(249)	17,147	54	3,415
Corporate	—	—	6,021	176	—
Group	<u>26,682</u>	<u>(249)</u>	<u>23,168</u>	<u>230</u>	<u>3,415</u>

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**18 Business segment information (Continued)**

(a) (Continued)

	Net sales	Operating profit / (loss)	Identifiable assets as of March 31	Depreciation and amortization	Capital expenditure
<b>2011</b>					
Scales	25,903	(554)	9,166	—	584
Telecommunications Products	2,056	(202)	4,328	—	691
Others	428	104	102	—	—
<b>Total operating segments</b>	<b>28,387</b>	<b>(652)</b>	<b>13,596</b>	<b>—</b>	<b>1,275</b>
Corporate	—	(979)	8,211	307	—
<b>Group</b>	<b>28,387</b>	<b>(1,631)</b>	<b>21,807</b>	<b>307</b>	<b>1,275</b>
Discontinued operations			5		
<b>Total Assets</b>			<b>21,812</b>		

Operating profit / (loss) by segment equals total operating revenues less expenses directly attributable to the generation of the segment's operating revenues. Operating loss of the corporate segment consists principally of salaries and related costs of administrative staff, and administration and general expenses of the Group. Identifiable assets by segment are those assets that are used in the operation of that segment. Corporate assets consist principally of cash and cash equivalents, deferred income tax assets and other identifiable assets not related specifically to individual segments.

(b) The Group primarily operates in Hong Kong and the PRC. The manufacture of components and their assembly into finished products and research and development are carried out in the PRC. Subsidiaries in Germany was responsible for the distribution of electronic scales products in Europe. As the operations are integrated, it is not practicable to distinguish the net income derived among the activities in Hong Kong, and the PRC.

Total property, plant and equipment, net by geographical areas are as follows:

	March 31, 2012 \$ in thousands	March 31, 2013 \$ in thousands
Hong Kong	1,046	1,115
The PRC	5,925	7,184
<b>Total property, plant and equipment</b>	<b>6,971</b>	<b>8,299</b>

**Bonso Electronics International Inc.**  
**Notes to Consolidated Financial Statements**  
**(Expressed in United States Dollars)**

**18 Business segment information (Continued)**

- (c) The following is a summary of net export sales by geographical areas, which are defined by the final shipment destination, constituting 10% or more of total sales of the Company for the years ended March 31, 2011, 2012 and 2013:

	Year ended March 31,					
	2011		2012		2013	
	\$ in thousands	%	\$ in thousands	%	\$ in thousands	%
United States	18,893	67	19,940	75	23,804	78
Germany	5,557	20	4,985	18	5,121	17
	<u>24,450</u>		<u>24,925</u>		<u>28,925</u>	

- (d) The details of sales made to customers constituting 10% or more of total sales of the Company are as follows:

	Business segment	Year ended March 31,					
		2011		2012		2013	
		\$	%	\$	%	\$	%
Sunbeam Products, Inc.	Scales	16,934	60	17,499	66	15,818	52
Fitbit, Inc.	Scales	—	—	106	1	5,493	18
Gottl Kern + Sohn GMBH	Scales	3,970	14	3,744	14	3,814	13
		<u>20,904</u>	<u>74</u>	<u>21,349</u>	<u>81</u>	<u>25,125</u>	<u>83</u>

**19 Subsequent events**

The Group established a wholly-owned subsidiary, Xinxing An Bang Metal and Plastic Manufacturing Company Limited, in PRC after fiscal year ended March 31, 2013, for production of metal and plastic products for other factories. The Group also established another wholly-owned subsidiary, Bonso Technology (Shenzhen) Company Limited, in PRC after fiscal year ended March 31, 2013, to provide product design and distribution services for the Group.

The Group entered into a rental agreement in June 2013 to rent out the Shenzhen factory to third party from August 2013 to August 2019, and will receive rental income starting from October 2013.



# BANK'S COPY



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HANG SENG BANK

理財創富 專注為你

Managing wealth for you, with you.

Our Ref: Commercial Banking – A121107

**Confidential**

1 February 2013

Bonso Electronics Limited  
Room 1404 14/F  
Cheuk Nang Centre  
9 Hillwood Road  
Tsimshatsui  
Kowloon

Attention: Mr. So Hung Gun Anthony

Dear Sirs,

## **BANKING FACILITIES**

With reference to our recent discussions, we, Hang Seng Bank Limited (the "Bank") have reviewed your banking facilities and are pleased to offer the following revised banking facility/facilities (the "Facilities") to the borrower(s) specified below (the "Borrower").

The Facilities will be made available on the terms and conditions set out in this letter and the Standard Terms and Conditions for Banking Facilities attached and upon satisfactory completion of the security specified below.

The Facilities are subject to review at any time and in any event by **31 January 2014** and also subject to our overriding right of repayment on demand, including the right to call for cash cover on demand for prospective and contingent liabilities. The Bank shall have an unrestricted discretion to cancel or suspend, or determine whether or not to permit drawings in relation to, the Facilities.

### 1. Borrower

Bonso Electronics Limited  
Bonso Advanced Technology Limited

### 2. Facilities and Limits

#### (I) **Facilities available to Bonso Advanced Technology Limited and Bonso Electronics Limited ("Borrowing Group I")**

Combine Limit	HKD48,000,000
Overdraft (OD)	(HKD5,000,000)



Bonso Electronics Limited  
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Combine Limit	(HKD7,800,000)
- Standby Documentary Credits (SDC)	[(HKD7,800,000)]
- Bank Guarantee (GTE)	[(USD1,000,000)]
Documentary Credits (DC)	(HKD48,000,000)
- Trust Receipt (TR)	[(HKD48,000,000)]
Local Documentary Credits (Local DC)	(HKD48,000,000)
- Trust Receipt under Local Documentary Credits (TR under Local DC)	[(HKD48,000,000)]
Import Trade Loans (ITL)	(HKD35,000,000)
Documents Against Payment (DP)	(HKD48,000,000)
Documents Against Acceptance (DA)	(HKD48,000,000)
Factoring Facility (FTG)	(USD2,400,000)
Negotiation under Documentary Credits with discrepancies (L/G)	HKD15,000,000
Treasury Product(s) Facility (ERL)	USD25,737,500 (Notional Limit)
<b>Total</b>	<b>HKD63,000,000</b> <b>USD25,737,500</b>
<b>(II) Facilities available to Bonso Advanced Technology Limited ("Borrowing Group II")</b>	
Revolving Loan Facility (RLN)	HKD8,000,000
Term Loan Facility (TL)	HKD7,000,000
<b>Total</b>	<b>HKD15,000,000</b>
<b>Grand Total</b>	<b>HKD78,000,000</b> <b>USD25,737,500</b>

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Bonso Electronics Limited  
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**Note:**

- (a) The aggregate outstanding under OD, SDC, GTE, TR, TR under Local DC, ITL, DA and FTG facilities shall not at any time exceed HKD48,000,000.
- (b) The aggregate outstanding of all sub-limits shall not at any time exceed the Facility Limit of that Facility and the Total Facility Limit.

**3. Facilities and Conditions**

Overdraft Facility : Account Nos. :  
(For Borrowing Group I) (1) 259-229698-001 of Bonso Electronics Limited  
(2) 259-358729-001 of Bonso Advanced Technology Limited

Interest: 1% per annum over BLR on daily balances, payable monthly in arrears.

Interest on Unauthorized Overdraft: 8% per annum over BLR

Revolving Loan Facility : Facility Amount: HKD8,000,000  
(For Borrowing Group II)

Drawdown: Drawdown can be made in HKD, subject to availability as determined at the Bank's discretion. Bonso Advanced Technology Limited shall give the Bank three Business Days' prior written notice.

In a minimum amount of HKD5,000,000 and an integral multiple of HKD1,000,000.

Availability Period: Subject to the Bank's periodic review.

Interest Rate and Payment: 2.25% per annum over HIBOR or the Bank's Cost of Funds, whichever is higher, payable at the end of each interest period or quarterly in arrears if 6/12 months period is selected. Bonso Advanced Technology Limited may select an interest period which shall be 1/2 week(s) or 1/2/3/6/12 month(s).

Repayment: Each loan shall be repayable on the maturity date of such loan drawdown unless the Bank allows for a rollover.





Bonso Electronics Limited  
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Prepayment: Voluntary prepayment is not permitted during an interest period.

Cancellation Fee: 0.1% of the Facility Amount, payable to the Bank for cancellation of this facility requested by the Borrower after acceptance of this facility letter.

Documentary Credits  
(For Borrowing Group I) : For issuance of documentary credits for the account of the Borrower in favour of third parties and covering import of goods in the ways acceptable to the Bank and/or acceptance of bills drawn thereunder.

Trust Receipt  
(For Borrowing Group I) : For trust receipt facility relating to goods imported and financed under the Bank's documentary credits issued for the account of the Borrower with tenor up to 120 days less any usance/credit periods granted by the suppliers of the Borrower.

The interest shall be 2.5% per annum over HIBOR or the Bank's Cost of Funds, whichever is higher for HKD loan and 2.5% per annum over LIBOR or the Bank's Cost of Funds, whichever is higher for Foreign Currency loan.

Local Documentary  
Credits  
(For Borrowing Group I) : For issuance of documentary credits for the account of the Borrower in favour of third parties / local beneficiaries and covering import of goods by calling for simple / insecure shipping evidence satisfactory to the Bank.

Trust Receipt under Local  
Documentary Credits  
(For Borrowing Group I) : For trust receipt facility relating to goods imported and financed under the Bank's Local DC with tenor up to 120 days.

The interest shall be 2.5% per annum over HIBOR or the Bank's Cost of Funds, whichever is higher for HKD loan and 2.5% per annum over LIBOR or the Bank's Cost of Funds, whichever is higher for Foreign Currency loan.





**Bonso Electronics Limited**  
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- Import Trade Loans  
(For Borrowing Group I) : For extension of trade loans to finance the Borrower's import of goods as evidenced by its suppliers' invoices and any other relevant documents as required. The availability of any particular trade loan will be subject to such conditions as the Bank may decide from time to time with tenor up to 150 days.
- The interest shall be 2.5% per annum over HIBOR or the Bank's Cost of Funds, whichever is higher for HKD loan and 2.5% per annum over LIBOR or the Bank's Cost of Funds, whichever is higher for Foreign Currency loan.
- Standby Documentary Credits  
(For Borrowing Group I) : For issuance of standby documentary credits for the account of the Borrower in favour of third parties and covering services and/or other performances in the ways acceptable to the Bank and/or acceptance of bills drawn thereunder.
- The Borrower shall reimburse the Bank immediately on demand all amounts of claims under any standby documentary credit issued for its account. Any amount not reimbursed by it to the Bank shall bear default interest at such rate as the Bank may at its absolute discretion determine from time to time.
- Documents Against Payment  
(For Borrowing Group I) : For purchase of documentary export D/P bills drawn on parties acceptable to the Bank.
- Documents Against Acceptance  
(For Borrowing Group I) : For purchase of documentary export D/A bills drawn on parties acceptable to the Bank with tenor up to 120 days.
- The interest shall be 2.5% per annum over HIBOR or the Bank's Cost of Funds, whichever is higher for HKD loan and 2.5% per annum over LIBOR or the Bank's Cost of Funds, whichever is higher for Foreign Currency loan.
- Negotiation under Documentary Credits with discrepancies  
(For Borrowing Group I) : For negotiation of discrepant documents, secured or unsecured by goods, presented under export documentary credits issued by banks acceptable to the Bank.





**Bonso Electronics Limited**  
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Factoring Facility  
(For Borrowing Group I) : Subject to terms and conditions set out in separate letter  
(with subject "Offer Letter – Factoring Agreement").

Bank Guarantee  
(For Borrowing Group I) : For issuance of bank guarantee for the account of the  
Borrower in favour of third parties in the ways acceptable  
to the Bank.

Treasury Product(s)  
Facility  
(For Borrowing Group I) : Product: Spot/Forward Exchange/Option  
Notional Amount: USD25,737,500

Terms and Conditions:

All transactions are subject to the terms of an ISDA Master Agreement between the Borrower and the Bank.

The Bank reserves the right at its absolute discretion to decide whether or not this facility may be utilised in any particular instance, to specify conditions on which it may be utilised and the terms of any individual transaction.

Treasury Product(s) facilities remain subject to the Bank's overriding right to call for cash cover on demand if in the Bank's view a negative foreign exchange position requires such cover. Further, the Bank may close out any or all of the Borrower's outstanding forward foreign exchange contracts and demand settlement of the balance due.

In consideration of the Bank's provision of / transacting the Products to / with the Borrower, Borrower hereby undertakes to the Bank that the Borrower's engagement of the Products with the Bank are for genuine hedging purpose and will not constitute over hedging.

Term Loan Facility (TL)  
(For Borrowing Group II) : Loan Amount: HKD7,000,000

Purpose: To finance general working capital needs.

Final Maturity Date: 3 years from the date of drawdown

Drawdown Availability Period: On or before 30 September 2013





Bonso Electronics Limited  
Our Ref: Commercial Banking – A121107

Drawdown: Drawdown can be made on any Business Day within the availability period by giving the Bank three Business Days prior written notice and the drawdown may be in minimum amount of HKD5,000,000 and an integral multiple of HKD1,000,000.

Interest Rate and Payment: 2.25% per annum over 1 month HIBOR or the Bank's Cost of Funds, whichever is higher and interest shall be payable at the end of each interest period. No Interest Period shall extend beyond the Final Maturity Date.

Repayment: Principal is repaid by 36 monthly instalments, commencing 1 month after first drawdown.

All sums which may become due to the Bank from time to time in respect of this facility (including but not limited to principal and interest) are to be directly debited from the account maintained with the Bank.

Prepayment: Prepayment (in whole or in part) is allowed provided that the Bank receives 2 Days' prior written notice and such prepayment is made on an interest payment date with a minimum amount of HKD1,000,000 and in its integral multiple. Any amount prepaid shall not be available for utilization. A prepayment fee of 1% (1st-12th month after drawdown) on the amounts prepaid will be charged.

Cancellation Fee: 0.1% of the Loan Amount, payable to the Bank for cancellation of the TL facility requested by the Borrower after acceptance of this facility letter.

Revolving Loan Facility  
(RLN) and Term Loan  
Facility (TL)

: Conditions Precedent:

Conditions precedent to drawdown in form and substance satisfactory to the Bank shall include without limitation the following:

- (1) No Event of Default has occurred and is continuing or would result from the drawing of the RLN and TL facilities.





Bonso Electronics Limited  
Our Ref: Commercial Banking – A121107

- (2) Bonso Advanced Technology Limited and the guarantor(s) shall covenant that there is no material change in their ownership, business and financial conditions or any potential event of default or event of default.
- (3) Bonso Advanced Technology Limited and the guarantor(s) shall promptly inform the Bank if there is any material adverse change or any potential event of default or event of default.

Undertaking:

Customary for financing of this nature and appropriate in judgment of the Bank to be applied to Bonso Advanced Technology Limited, throughout the life of the these facilities, including but not limited to:

- (1) Bonso Advanced Technology Limited shall undertake the RLN and TL facilities will not be used for property acquisition in Hong Kong or overseas.
- (2) The Bank shall have the discretion to designate and appoint an independent professional valuer to conduct the valuation on the Property (mentioned under "Security" section below) on annual basis or at any time requested by the Bank. The cost of valuation is to be borne by Bonso Advanced Technology Limited.
- (3) Bonso Advanced Technology Limited shall provide to the Bank a certified copy of its annual rental reports of the Property shown the monthly rental income within two weeks from the end of each semi-annual period.
- (4) Bonso Advanced Technology Limited shall undertake to insure the Property with reputable insurer in Hong Kong acceptable to the Bank throughout the whole tenor of these facilities at their own costs. Total sum insured should be at least 100% of the reinstatement value of the Property.
- (5) Bonso Advanced Technology Limited shall maintain and keep at all times the Property in a good and substantial state of repair and condition and allow the Bank to view the state of repair of the Property.





- (6) Bonso Advanced Technology Limited shall not sell any part or the whole of the Property without the Bank's prior consent. The proceeds from any permitted sale of the Property shall be applied towards prepayment of the facilities in inverse order of maturity.
- (7) Bonso Advanced Technology Limited shall provide additional security or pay down the outstanding balance of the RLN and TL facilities immediately upon receipt the Bank's notice to restore the Loan-To-Valuation Ratio at 50% or below in any event if the Loan-To-Valuation Ratio exceeds 65%.

"Loan-To-Valuation Ratio" means the ratio of aggregate outstanding amount of the RLN and TL facilities to the current market value (in the opinion of the Bank's approved valuer) of the Property.

#### 4. Security

**The Bank shall continue to hold:-**

For the Borrower

- (1) **Cross Guarantee** dated 27 June 2011 for unlimited amount from the Borrower.
- (2) **Guarantee** dated 27 June 2011 for unlimited amount from Bonso Electronics International Inc..

For Bonso Advanced Technology Limited

- (1) **All Monies First Legal Charge** over House No.27 (including the garage, garden and roof appurtenant thereto) of Savanna Garden, No.4283 Tai Po Road, Tai Po Kau, Tai Po, New Territories (the "Property") with Bonso Investment Limited as the mortgagor. The charged property is required to have insurance covered according to Clause 12 of Standard Terms and Conditions for Banking Facilities.
- (2) **Rental Assignment** over the Property with Bonso Investment Limited as the mortgagor.
- (3) **ISDA Master Agreement**, with the ISDA Schedule to the Master Agreement, dated 28 June 2011 made between Bonso Advanced Technology Limited and the Bank.





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- (4) **Assignment of Insurance Policy** dated 9 March 2012 executed by Bonso Advanced Technology Limited as policyholder(s) to assign by way of security to the Bank all the rights, titles, interests and benefits in and to a policy in the amount of USD1,000,000 and So Chun Bong Andrew as the insured party issued by an insurance company acceptable to the Bank (the "Policy"), and the proceeds of such Policy, free from all encumbrances.

For Bonso Electronics Limited

- (1) **ISDA Master Agreement**, with the ISDA Schedule to the Master Agreement, dated 11 July 2011 made between Bonso Electronics Limited and the Bank.

The Borrower shall ensure that the legal charge and release/discharge of any property mortgaged to the Bank as security for the Facilities will contain all the usual provisions which are currently in use in Hong Kong and will be prepared by solicitors designated by the Bank.

## 5. Undertakings

**The Borrower and the under-mentioned undertaking parties (if any) shall continue to undertake to the Bank as follows:-**

- (1) Bonso Electronics International Inc. and its subsidiaries/ associated companies shall not pledge any assets without the Bank's prior consent.
- (2) The Borrower undertakes that for any Facilities denominated in Renminbi (if any), it will not directly or indirectly on-lend the proceeds of such Facilities to (i) any individuals and (ii) any Designated Business Customers if the proceeds of such Facilities (or any other Renminbi proceeds derived therefrom) are directly or indirectly credited to Renminbi accounts for the category of Designated Business Customers which are maintained for limited purposes of handling Renminbi cashnotes obtained in their ordinary course of business as Designated Business Customers and for Renminbi bond investment.

"Designated Business Customers" means establishments that have had a business relationship with a Hong Kong Renminbi business participating bank for more than three years which engage in commercial retail, catering, accommodation, transportation services, communications services, medical services, or educational services, including such establishments that have had a business relationship with such participating bank for less than three years, but with concrete evidence to show that they have the actual relevant business background.

The Borrower shall and agree to indemnify the Bank for all losses and liabilities incurred or suffered by the Bank arising out of or in connection with any breach of the above undertaking by the Borrower.





Bonso Electronics Limited  
Our Ref: Commercial Banking – A121107

- (3) The Borrower shall provide to the Bank a certified copy of its annual audited accounts/financial statements within 270 days after the end of each financial year and such other relevant financial information as the Bank may from time to time reasonably request.
- (4) The corporate guarantor(s) (if any) shall provide to the Bank a certified copy of its annual audited accounts/financial statements within 180 days after the end of each financial year and such other relevant financial information as the Bank may from time to time reasonably request.
- (5) Each of the Borrower and the corporate guarantor(s) (if any) and the corporate security provider(s) (if any) shall immediately inform the Bank once there are changes of its directors or beneficial shareholders or amendment to its memorandum and articles of association or equivalent constitutional documents and shall ensure that such changes/amendment are updated in the company registry of its place of incorporation promptly.

#### 6. **Fees**

A facility review fee of HKD30,000 from Bonso Electronics Limited will be debited from the Borrower's account maintained with the Bank at the expiration of 14 days from the date of this letter unless the Bank within 7 Business Days from the date of this letter receives the Borrower's written notification that the Facilities are no longer required.

Upon completing each review of the Facilities, the Bank is authorised to debit the current account maintained by the Borrower with the Bank for the facility review fee as the Bank may prescribe from time to time.

If applicable, a valuation fee shall be payable by the Borrower for the purpose of valuation of the property by surveyor appointed by the Bank in its sole discretion. The Bank is authorised to debit the current account maintained by the Borrower with the Bank for such valuation fee as the surveyor may charge, notwithstanding that the Borrower does not accept this Facility Letter, the Facilities are not made available due to the Borrower failing to comply with the terms and conditions set out in this Facility Letter, or the Facilities are cancelled or suspended at any time.

#### **Section 83 of the Banking Ordinance**

Section 83 of the Banking Ordinance (Cap. 155, Laws of Hong Kong) has imposed on us as a bank certain limitations on advances to persons related to our directors or employees. In accepting the Facilities, the Borrower should advise us whether the Borrower is in any way related to any of our directors or employees within the meaning of Section 83 and in the absence of such advice we will assume that the Borrower is not so related. We would also ask that if the Borrower becomes so related subsequent to accepting the Facilities, the Borrower should immediately advise us in writing.





**Bonso Electronics Limited**  
**Our Ref: Commercial Banking – A121107**

Please note that in reviewing the application, we may make reference to the credit report(s) of the Borrower(s)/guarantor(s)/security provider(s) (as the case may be) from the credit reference agency(ies). If you wish to access the report(s) yourself, you can contact the credit reference agency(ies) directly at the following address:

Commercial credit reference agency:  
Dun & Bradstreet (HK) Ltd., Unit 1308-1315, 13/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon.  
Tel: 2516 1100 ; Fax: 2960 4721.

Please arrange for the enclosed copy of this letter to be signed by the Borrower and all guarantors and security providers of the Facilities and return the same to the Bank with Board Resolution(s) and Shareholder's Resolution(s) (if applicable) of the Borrower and all guarantors and security providers before **1 March 2013**, failing which our offer shall lapse unless it is extended by us at our absolute discretion.

By accepting this Facility Letter, you would agree to channel all your remittance transactions and insurance arrangement to the Bank. Our Cash Management & Payment Services Department and Commercial Sales Department would contact you to offer our services on remittance and insurance respectively.

Should you have any queries, please do not hesitate to contact the following persons:-

<b>Queries on</b>	<b>Name</b>	<b>Telephone No.</b>
Banking arrangement	Ms. Chan Ying Tung Kelly	21983521
Factoring arrangement	Ms. Joan Kwan	21988678
Insurance	Mr. Stanley Ng	36625056
	Mr. John Li	21982522
Remittance	Mr. Billy Chow	21984534
	Remittance Hotline	21986919
Wealth management	Ms. Joey Tsang	21985534
Execution of documents	Documentation Hotline	21982094

Kindly return the accepted Facility Letter and executed documents to **Credit Operations Manager, Credit Operations Department, L21, Tower 2, Enterprise Square V, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong.**





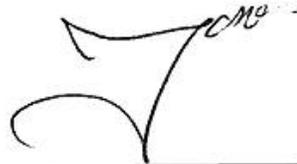
Bonso Electronics Limited  
Our Ref: Commercial Banking – A121107

We trust that you will make active use of the Facilities and are pleased to be of continued assistance.

Yours faithfully,  
For Hang Seng Bank Limited



\_\_\_\_\_  
Jessica Hung  
Senior Vice President  
Portfolio Management and Compliance  
Corporate and Commercial Banking



\_\_\_\_\_  
Jones Chung  
Vice President  
Portfolio Management and Compliance  
Corporate and Commercial Banking

KT/wsk

I/We hereby accept the Facilities and agree to be bound by all the terms and conditions set out in this letter and the Standard Terms and Conditions for Banking Facilities, which I/we have read and understood.

For and on behalf of  
**BONSO ELECTRONICS LTD.**

.....  
*Authorized Signature(s)*  
\_\_\_\_\_  
Bonso Electronics Limited

For and on behalf of  
**BONSO ADVANCED TECHNOLOGY LTD.**

.....  
*Authorized Signature(s)*  
\_\_\_\_\_  
Bonso Advanced Technology Limited

I/We agree to act as guarantor/ security provider of the Facilities upon the terms and conditions set out in this letter and the Standard Terms and Conditions for Banking Facilities.

For and on behalf of  
**BONSO ELECTRONICS INTERNATIONAL INC.**

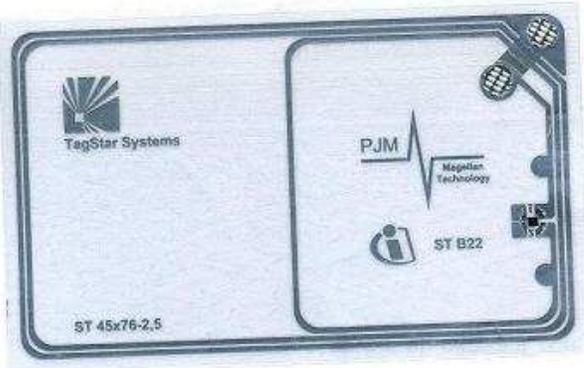
.....  
*Authorized Signature(s)*  
\_\_\_\_\_  
Bonso Electronics International Inc.

For and on behalf of  
**BONSO INVESTMENT LTD.**

.....  
*Authorized Signature(s)*  
\_\_\_\_\_  
Bonso Investment Limited







For and on behalf of  
BONSO ADVANCED TECHNOLOGY LTD.

.....  
(Authorized Signature)

For and on behalf of  
BONSO INVESTMENT LTD.

.....  
(Authorized Signature)

For and on behalf of  
BONSO ELECTRONICS INTERNATIONAL INC.

.....  
(Authorized Signature)







## Standard Terms and Conditions for Banking Facilities

### 1. Definitions and Interpretation

1.1 In the Facility Letter and these Standard Terms and Conditions, unless defined otherwise or the context otherwise requires:-

"Bank" means Hang Seng Bank Limited which includes all its branches and offices wherever situated and its successors and assigns;

"Base Rate" means HIBOR, LIBOR, SIBOR or such other interest rate on the lending and borrowing between banks in other interbank market as may be quoted as the base interest rate for the relevant Facilities and specified in the relevant Facility Letter;

"BLR" means the rate which the Bank announces or applies from time to time as its best lending rate for lending Hong Kong dollars or, if applicable, United States dollars or other foreign currency, which rate is subject to fluctuation at the Bank's discretion;

"Borrower" means the borrower, and where there is more than one borrower, all references to the "Borrower" shall mean all such persons or any one of them specified in the Facility Letter;

"Business Day" means a day (other than a Saturday or a general holiday within the meaning of the General Holidays Ordinance (Cap. 149, Laws of Hong Kong)) on which commercial banks are open for business in Hong Kong and, if applicable, the principal financial centre of the relevant currency or interbank offered rate;

"Cost of Funds" means the cost to the Bank of funding the Facilities from whatever source(s) it may reasonably select;

"Facilities" means the banking facilities made available by the Bank to the Borrower;

"Facility Letter" means the facility letter issued by the Bank to the Borrower in relation to the Facilities;

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China;

"HIBOR" means the Hong Kong Interbank Offered Rate quoted by the Bank for the relevant period, which rate is subject to fluctuation at the Bank's discretion;

"LIBOR" means the London Interbank Offered Rate quoted by the Bank for the relevant period, which rate is subject to fluctuation at the Bank's discretion;

"Margin" means the interest margin (i.e. the percentage rate per annum) specified in the Facility Letter;

"Quotation Day" means in relation to any period for which an interest rate is to be determined, the first day of that period unless market practice differs in the relevant interbank market in which case the Quotation Day will be determined in accordance with market practice in the relevant interbank market (and if quotation would normally be given by leading banks in the relevant market on more than one day, the Quotation Day will be the last of those days);

"RMB Prime Rate" means the rate which the Bank announces or applies from time to time as its base rate for Renminbi finance, which rate is subject to fluctuation at the Bank's discretion;

"SIBOR" means the Singapore Interbank Offered Rate quoted by the Bank for the relevant period, which rate is subject to fluctuation at the Bank's discretion;

"Subsidiary" has the meaning given to it in the Companies Ordinance (Cap. 32); and

"Supplement" means a supplement to these Standard Terms and Conditions.

1.2 In the Facility Letter and these Standard Terms and Conditions, unless the context otherwise requires:-

(a) any reference to a person includes an individual, a company, a partnership, a sole proprietorship or an unincorporated body and its successors and assigns;

(b) any reference to a document includes that document as amended, varied, supplemented, replaced or restated in any manner from time to time;

(c) any reference to an enactment includes that enactment as amended or re-enacted and any subsidiary legislation made under it;

(d) words importing the singular include the plural and vice versa and words importing a gender include every gender;

(e) the words "other", "include(s)", "including" and "in particular" do not limit the generality of any preceding words and are not to be construed as being limited to the same class as the preceding words where a wider construction is possible; and

(f) headings are inserted for reference only and are to be ignored in construing the Facility Letter and these Standard Terms and Conditions.

### 2. Bank's rights

2.1 The Bank reserves the right to terminate any offer of facilities set out in the Facility Letter by notice to the Borrower without giving any reason and the Borrower shall not be entitled to claim any damages or compensation for such termination from the Bank.

2.2 The Bank shall have the right at any time to require any security or further security to be provided by the Borrower or any third party to secure the Facilities or any other obligations of the Borrower to the Bank. At the request of the Bank, the Borrower shall execute such documents and perform such acts as the Bank may consider necessary to create and perfect the required security.

### 3. Interest

The Bank shall be entitled to debit any interest due and payable by the Borrower under the Facilities from any account of the Borrower maintained

### 4. Default Interest

Notwithstanding any provisions in these Standard Terms and Conditions and the Facility Letter, all sums (whether principal, interest, fees, charges or otherwise) due but unpaid in respect of the Facilities shall bear default interest at such rate as the Bank may at its absolute discretion determine from time to time.

### 5. Changes to Calculation of Interest

#### 5.1 Market disruption

(a) If a Market Disruption Event (as defined below) occurs in relation to the Facilities for any interest period, then the rate of interest on those Facilities for that interest period shall be the percentage rate per annum which is the sum of:-

(i) the Margin; and

(ii) the percentage rate per annum notified to the Borrower by the Bank, as soon as practicable and in any event before interest is due to be paid in respect of that interest period, as the Cost of Funds.

(b) "Market Disruption Event" means:-

(i) at or about noon on the Quotation Day for the relevant interest period the Bank determines (which determination shall be conclusive and binding) that (aa) it is unable to obtain a quotation to determine the relevant Base Rate applicable for the relevant interest period; or (bb) by reason of circumstances affecting the relevant interbank market generally, adequate or fair means do not or will not exist to ascertain the relevant Base Rate applicable for the relevant interest period; or (cc) the relevant Base Rate is zero or negative or is not available for whatever reasons; or

(ii) at any time on the Quotation Day for the relevant interest period, the Bank determines (which determination shall be conclusive and binding) that the cost to it of obtaining matching deposits in the relevant interbank market would be in excess of the relevant Base Rate.

(c) If a Market Disruption Event shall occur, the Bank shall promptly notify the Borrower thereof.

### 6. Drawings against Uncleared Funds

If the Bank permits the Borrower to draw against funds to be collected or transferred from any account, the Borrower shall on demand reimburse the Bank in full the amount so drawn if the Bank does not receive the funds in full at the time the Bank ought to have received the same or if, after the Bank has accepted the transfer, the Bank is prevented from collecting or freely dealing with the funds in accordance with usual banking practice.

### 7. Refusal of Payment

The Borrower hereby irrevocably authorizes the Bank to refuse payment of any cheque, bill or any other document the payment of which would reduce the Borrower's credit balance with the Bank below the amount of total indebtedness owing by the Borrower to the Bank whether actually or contingently.

### 8. Borrower's Accounts

The Bank may, at any time, continue any existing account and open any new account in the name of the Borrower and no subsequent transactions, receipts or payments involving such new accounts shall affect the liabilities of the Borrower.

### 9. Representations and Warranties

The Borrower represents and warrants to the Bank that:-

(a) in respect of all transactions under the Facilities it is acting as principal and not as agent;

(b) it is duly incorporated and validly existing under the law of its incorporation;

(c) its total borrowings and liabilities, actual or contingent and including any sums owing hereunder, are within its powers under the terms of its constitutional documents;

(d) it has the power to enter into the Facility Letter and to perform its obligations thereunder and all corporate and other actions required to authorize the execution of the Facility Letter and the performance of its obligations thereunder have been duly taken; and

(e) all acts, conditions and things required to be done, fulfilled and performed in order to ensure that the obligations to be assumed by it under the Facility Letter are legal, valid and binding have been done, fulfilled and performed.

### 10. Undertakings

Without prejudice to any other undertakings of the Borrower to the Bank, the Borrower undertakes to the Bank that so long as any of the Facilities are made available to the Borrower or any amount remains outstanding under the Facilities, the Borrower shall at all times promptly advise the Bank of any material adverse change in the condition (financial or otherwise) of the





- Borrower or any of its Subsidiary and notify the Bank of any litigation, arbitration or proceedings, pending or threatened against the Borrower or any of its Subsidiary which might materially affect the continued operations or financial condition of the Borrower. If the Borrower fails to provide such advice or notice to the Bank within seven (7) days after the Borrower has knowledge of such change or proceedings, all outstandings under the Facilities shall become immediately due and payable and the Bank shall have the right to demand immediate repayment of such outstandings.
- 11. Fees and Expenses**
- 11.1** The Borrower shall on demand pay to the Bank such commission, fees and charges in connection with the Facilities and other services provided to the Borrower (including insurance cover) at such rate, in such amount and in such manner as the Bank may stipulate. The Bank may, from time to time at its absolute discretion and without prior notice to or consent from the Borrower, impose further fees and charges which may be chargeable on the Facilities of the same type and change the terms of the existing and future fees and charges including the rate thereof. The Bank shall be entitled to debit all commission, fees and charges payable by the Borrower from any account of the Borrower maintained with the Bank without prior notice. All commission, fees and charges once paid by the Borrower shall not be refundable.
- 11.2** All costs and expenses (including legal fees) incurred by the Bank in connection with the Facilities and any matters arising therefrom shall be reimbursed by the Borrower on demand.
- 11.3** All fees, charges, costs and expenses payable by the Borrower shall continue to be payable notwithstanding that the Borrower's application for the Facilities is not accepted or the Facilities are cancelled, modified or withdrawn at any time.
- 12. Insurance**
- Any property mortgaged to the Bank shall be insured against the risks of fire, earthquake (fire, shock and flood), landslide and subsidence endorsement, explosion, typhoon, windstorm and flood for the facility amount or the cost of reinstating such property. The insurance shall be taken out with QBE General Insurance (Hong Kong) Limited or such other insurance company with the Bank's prior approval at the Bank's sole discretion and the insurance policy denoting the Bank's interest as chargee, together with the receipt for premium paid, shall be lodged with the Bank on or before execution of the mortgage over the property; the renewal policy, also with the Bank's interest being denoted thereon, shall be lodged with the Bank no later than 14 days prior to the renewal date of the policy. Otherwise, the Bank will insure the property on behalf of the Borrower, the premium of which shall be debited to the Borrower's account with the Bank. If the insured amount is based on the reinstatement cost, a valuation and administration fee shall be charged for the initial and each subsequent renewal. The Bank may require an updated valuation report at any time as it thinks fit and all valuation fees shall be for the account of the Borrower.
- Any machinery charged to the Bank shall be insured for the full replacement value of the machinery when it is new. The insurance shall be taken out with QBE General Insurance (Hong Kong) Limited or such other insurance company with the Bank's prior approval at the Bank's sole discretion and the insurance policy noting the Bank's interest as chargee, together with the receipt for premium paid, shall be lodged with the Bank on or before drawdown of the facility. The renewal policy, also with the Bank's interest noted thereon, shall be lodged with the Bank no later than 14 days prior to the renewal date of the policy. Otherwise, the Bank will insure the machinery on behalf of the Borrower, the premium of which shall be debited to the Borrower's account with the Bank.
- 13. Taxes**
- 13.1** All payments to be made by the Borrower, any guarantor, security provider or other person (collectively "the obligors" and each "an obligor") to the Bank in respect of the Facilities or under any documents relating to the Facilities shall be made to the Bank as specified by the Bank without any set-off, counterclaim or condition and free and clear of all present and future taxes, deductions or withholdings of any nature whatsoever. If at any time an obligor is required to make any deduction or withholding for or on account of tax or otherwise from any payment to the Bank, the sum due from that obligor in respect of such payment shall be increased to the extent necessary to ensure that, after the making of such deduction or withholding, the Bank receives on the due date for such payment (and retains, free from any liability in respect of such deduction or withholding) a net sum equal to the sum which the Bank would have received had no such deduction or withholding been made or required to be made and the obligors shall jointly and severally indemnify the Bank against any losses, liabilities, interest, penalties, or costs and expenses payable or incurred by reason of any failure of the relevant obligor to make any such deduction or withholding or by reason of any increased payment not being made on the due date for such payment. Upon request of the Bank, the obligors shall jointly and severally and promptly deliver to the Bank evidence satisfactory to the Bank that such deduction or withholding has been made or (as applicable) any appropriate payment paid to the relevant tax authority.
- 13.2** Any fee or charge referred to in the Facility Letter and these Standard Terms and Conditions is exclusive of any value added tax, goods and services tax or any other tax which might be chargeable in connection with that fee or charge. If any value added tax, goods and services tax or other tax is so chargeable, it shall be paid by the relevant obligor at the same time as it pays the relevant fee or charge.
- 14. Payments**
- 14.1** For the avoidance of doubt, all payments by the Borrower to the Bank pursuant to the Facilities shall be made in immediately available funds.
- 14.2** All payments by the Borrower to the Bank pursuant to the Facilities shall be made in the currency of the relevant facility or liability or, if the Bank so agrees, in a different currency, in which case the conversion to that different currency shall be made at the Bank's prevailing exchange rate.
- 14.3** No payment to the Bank pursuant to the Facilities shall discharge the obligation of the Borrower in respect of which it was made unless and until payment in full has been received in the currency in which it is payable under the Facilities and, to the extent that the amount of any such payment shall on actual conversion into such currency at the Bank's prevailing exchange rate fall short of the amount of the obligation expressed in that currency, the Borrower shall be liable for the shortfall.
- 15. Set-off**
- The Bank may, at any time and without notice, apply and set-off any credit balance to which the Borrower is entitled on any account with the Bank or any other moneys owed by the Bank to the Borrower in or towards satisfaction of any obligations owed by the Borrower to the Bank. For this purpose, the Bank is authorized to purchase, at its prevailing exchange rate, such other currencies as may be necessary to effect such application with the moneys standing to the credit of such account or to effect conversion of one currency to another in any other manner.
- 16. Indemnity**
- The Borrower shall indemnify the Bank, its officers and employees against all liabilities, claims, demand, losses, damages, taxes, costs, charges and expenses of any kind (including legal fees on a full indemnity basis and related expenses, and any claims by the Hong Kong Inland Revenue Department on the Bank for tax in respect of any profits or gains attributable to the Borrower) which may be incurred by any of them and all actions or proceedings which may be brought by or against any of them in connection with the provision of the Facilities or other services to the Borrower or the exercise or preservation of the Bank's powers and rights under the Facility Letter and these Standard Terms and Conditions, unless due to the negligence or willful default of the Bank, its officers or employees and only to the extent of direct and reasonably foreseeable loss and damage (if any) arising directly and solely therefrom. The Bank is entitled to withhold, retain or deduct such portion from the Borrower's assets in the possession or control of the Bank or such amount from any of the Borrower's accounts with the Bank as it reasonably determines to be sufficient to cover any amount which may be owed by the Borrower under this Clause. This indemnity shall survive notwithstanding the termination of the Facilities or any part of them.
- 17. Joint Borrowers**
- Where the Borrower consist of more than one person, each Borrower shall be jointly and severally liable with the other Borrower(s) for all sums payable or owing to the Bank under the Facilities (whether incurred by that Borrower or not). The obligations and liabilities of each Borrower shall take effect immediately upon its acceptance of the Facilities. Each Borrower further agrees that the Bank is not required to make any reference to the other Borrower(s) in relation to the utilization of the Facilities by any Borrower(s).
- The obligations and liabilities of each Borrower shall not be affected by (i) any time or indulgence granted to or composition with any other Borrower(s) or any other person; (ii) any change, variation or termination of any agreement or arrangement with any other Borrower(s) or any other person; (iii) any release of, or any neglect to obtain, perfect or enforce, any rights or securities against any Borrower(s) or any other person; or (iv) any unenforceability or invalidity of any obligations of any Borrower(s) or any other persons.
- 18. Borrower's Consent to Release Information to Guarantors or Third Party Security Providers**
- The Borrower consents and acknowledges that the Bank may provide the Borrower's information to any proposed or actual guarantor or other third party security provider (or their solicitors) in respect of the Facilities, including:-
- any financial information concerning the Borrower;
  - a copy of a summary of the Facility Letter;
  - a copy of any formal demand for overdue payment which is sent to the Borrower after it has failed to settle an overdue amount; and
  - a copy of the latest statement of account provided to the Borrower.
- 19. Disclosure of Information to Credit Reference Agency**
- Each Borrower acknowledges and agrees that, subject to sub-paragraph (b) below, any information with respect to such Borrower which is provided by such Borrower at the request of the Bank or collected in the course of dealings between such Borrower and the Bank may be disclosed to, or used and retained by, any credit reference agency or similar service provider for the purpose of verifying such information or enabling them to provide such information to other institutions (1) in order that they may carry out credit and other status checks in respect of such Borrower; (2) for the purposes of reasonable monitoring of any indebtedness while there is a current default by such Borrower as borrower or guarantor and/or (3) to assist them in collecting debts.
  - For a Borrower which is a limited company:-
    - Any Borrower may by giving the Bank 90 days' notice in writing revoke the consent contained in sub-paragraph (a) above.
    - If any Borrower gives notice to revoke the consent given pursuant to sub-paragraph (a) in accordance with sub-paragraph (b)(i), the Bank may:-
      - subject to (06) and (07) below, the Bank may continue to disclose information pursuant to sub-paragraph (a) until the notice of revocation given pursuant to sub-paragraph (b)(i) expires;





- (02) the Bank may notify all persons to whom the Bank is permitted to disclose information pursuant to sub-paragraph (a) of the fact that a notice of revocation has been given pursuant to sub-paragraph (b)(i);
  - (03) the Bank may regard the notice of revocation served on the Bank as also applying to the consent such Borrower has previously given in respect of all other credit facilities (including hire purchase or leasing loans) granted to such Borrower by the Bank;
  - (04) the Bank may terminate the Facilities and any other facilities provided to such Borrower with effect from the date to be advised by the Bank, subject to the terms and conditions by which the relevant facilities are governed;
  - (05) the credit reference agency or similar service provider may continue to retain information provided to it by the Bank in its internal archive for its internal use but not for provision of such information to other institutions when they seek credit reports;
  - (06) the Bank may continue to provide information relating to hire purchase and leasing transactions and loans to wholesalers and retailers to finance the acquisition of stock in trade to the credit reference agency or similar service provider notwithstanding revocation of the consent referred to in paragraph (b)(i) above; and
  - (07) the credit reference agency or similar service provider may continue to provide information relating to hire purchase and leasing transactions and loans to wholesalers and retailers to finance the acquisition of stock in trade and information which is a matter of public record notwithstanding the revocation of the consent referred to in paragraph (b)(i) above.
- (c) For a Borrower which is a sole proprietorship or partnership, any Borrower may instruct the Bank, upon termination of an account by full repayment without any refinancing from the Bank, to make a request to the credit reference agency or similar service provider to delete relevant account data from its database, so long as the instruction is given within 5 years after account termination and at no time did the account have a default in payment for a period in excess of 60 days within 5 years immediately before account termination.
- (d) Subject to sub-paragraphs (b) and (c), this consent shall remain in effect despite the termination of any Borrower's account or borrowing relationship with the Bank.
- (e) This consent is given by the Borrower, or if there are more than one Borrower, by each of the Borrowers severally.
- (f) This consent is in addition to and does not affect any agreement or consent contained in any account rules, terms and conditions or other contracts and agreements or documents governing any Borrower's account and/or borrowing relationship with the Bank.

#### 19A. Disclosure of Personal Data and Borrower Information

- (a) To enable the Bank to consider whether to make or continue to make available Facilities to the Borrower, the Borrower shall, upon the Bank's request, supply to the Bank from time to time personal data relating to the Borrower and/or other information relating to the Borrower and, where applicable, any of the Borrower's directors, authorized signatories and/or other officers or representatives and failure to do so may result in the Bank's inability to make or continue to make available Facilities to the Borrower.
- (b) All information and personal data in relation to the Borrower and, where applicable, each of the Borrower's directors, authorized signatories and/or other officers or representatives and all other information relating to the Facility Letter or the Facilities and any transaction or dealing between each Borrower and the Bank which are in the Bank's possession or control from time to time shall collectively be referred to as "Borrower Information".
- (c) The Borrower agrees (for and on behalf of the Borrower and each of the Borrower's directors, authorized signatories and/or other officers or representatives) that the Bank may:-
  - (i) use, store, disclose, transfer (whether within or outside Hong Kong) and/or exchange any Borrower Information to or with such persons as the Bank may consider necessary including any member of the group of companies of which the Bank is a member ("the Group") for any and all purposes in connection with any service and/or credit or banking facility and/or accommodation provided or to be provided by the Bank or any other member of the Group to the Borrower or to any other person at the request of the Borrower, and/or in connection with matching for whatever purpose (whether or not with a view to taking any adverse action against the Borrower) any Borrower Information with other personal data concerning the Borrower in the Bank's possession, and/or for the purpose of promoting, improving and furthering the provision of other services and/or facilities by the Bank and any other member of the Group to the Borrower or to any other person at the request of the Borrower generally, and/or any other purposes and to such persons as may be in accordance with the Bank's general policy on disclosure of personal data and/or other information as set out in statements, circulars, notices or other terms and conditions made available by the Bank to the Borrower from time to time; and/or
  - (ii) deliver any Borrower Information to any credit reference agency or similar service provider, and in the event of default by the Borrower or by any other person (to whom the Bank has made advances or otherwise give credit or afford Facilities at the

request of the Borrower) in performing any obligations or discharging any liabilities to the Bank, to any debt collection agency or similar service provider, and/or provide banker's or credit references to other financial institutions or other parties in respect of the Borrower; and/or

- (iii) where the Bank considers it necessary or appropriate, the Bank may transfer any Borrower Information to any service provider (whether situated in or outside Hong Kong) for the purpose of data processing or providing any service on the Bank's behalf to the Borrower. Where the service provider is situated outside Hong Kong in an area where there are less stringent data protection laws, the Bank will impose on the service provider confidentially undertakings substantially similar to the requirements of the data protection laws in Hong Kong. In any event, the Bank will remain responsible for ensuring the confidentiality of the Borrower Information so transferred.

#### 20. Severability

If any provision of the Facility Letter or these Standard Terms and Conditions is or becomes illegal, invalid or unenforceable in any jurisdiction, that shall not affect the legality, validity or enforceability of any other provision of the Facility Letter and these Standard Terms and Conditions or the legality, validity or enforceability of such provision in any other jurisdiction.

#### 21. Assignment

21.1 The Borrower may not assign or transfer all or any of its rights, benefits or obligations under or referred to in the Facility Letter and these Standard Terms and Conditions without the Bank's prior written consent.

21.2 The Bank may at any time assign or transfer to any person all or any of its rights, benefits or obligations under or referred to in the Facility Letter and these Standard Terms and Conditions or change its lending office.

#### 22. Changes in Circumstances

Without prejudice to other provisions in the Facility Letter or these Standard Terms and Conditions, if at any time the Bank determines that it is or will become unlawful or contrary to any directive of any agency of any state for it to continue with its obligations under the Facility Letter or if in the Bank's opinion there is a material change in market conditions including increased cost of funds which does not adequately reflect the costs to the Bank of obtaining funding for or makes it unfeasible for the Bank to continue with its obligations under the Facility Letter, the Bank may notify the Borrower of the same in writing and thereupon (unless the Borrower and the Bank reach a suitable alternative arrangement) the Bank's obligations shall be cancelled and the Borrower shall repay the indebtedness and accrued interest thereon and any other sum due to the Bank under the Facility Letter.

#### 23. Certificate by the Bank

A certificate in writing signed by a manager or other duly authorized officer of the Bank stating the interest rate and the amount at any particular time due and payable by the Borrower to the Bank under the Facility Letter, and any other certificate, determination or opinion of the Bank provided in relation to the Facilities, save to the extent of manifest error, shall be conclusive and binding on the Borrower.

#### 24. Amendment

The Bank may, at its absolute discretion, by notice to the Borrower vary, amend or supplement (i) these Standard Terms and Conditions and (ii) if relating to any interest, charges, commissions or fees, the terms of any Facility Letter and/or Facilities. Such variation, amendment or supplement shall take effect on the date of the notice setting out details of such variation, amendment or supplement or, if later, the date specified in the notice.

#### 25. Inconsistency

25.1 In the event of any inconsistency between these Standard Terms and Conditions and any Supplement, the relevant Supplement shall prevail.

25.2 In the event of any inconsistency between the Facility Letter and these Standard Terms and Conditions, the Facility Letter shall prevail.

#### 26. Force Majeure

Without prejudice to other provisions in the Facility Letter or these Standard Terms and Conditions, in the event of the Bank directly or indirectly being rendered unable by reason of force majeure to grant or continue granting the Facilities or any part thereof to the Borrower, such Facilities or any part thereof not utilized whether or not notification, request or application whatsoever has been given to the Bank to drawdown or utilize the Facilities shall cease to be available to the Borrower, and in the case of outstanding transactions, the due date of such transactions shall be postponed until such impediment has ceased to exist, without any liabilities to the Bank. Notwithstanding the occurrence of an event or events of force majeure, interest shall nevertheless continue to accrue on all outstanding transactions until the Bank has received payment for the same.

Force majeure shall mean and include such changes or events of national or international, financial, political or economic conditions or currency availability or exchange rates or exchange controls as (in any case) would make it impossible, unlawful or contrary to any requirement of or request from any central bank or other fiscal monetary authority (whether or not having the force of law) for the Bank to grant or continue granting the Facilities to the Borrower or for the Bank to perform any outstanding transactions, or acts of God, strikes, lockouts, boycotts, blockades (whether or not such strikes, lockouts, boycotts or blockades effected by or upon the Bank or its employees), industrial disturbances, acts of the public enemy, wars (whether declared or not), blockades, insurrections, riots, epidemics, earthquakes,





fires, storms, floods, other natural catastrophe, civil disturbances, governmental regulations and any other causes whether of the kind herein mentioned or otherwise not within the control of the Bank.

The Bank shall not be responsible for any damages resulting from any force majeure, no matter how initiated.

Upon occurrence of any event of force majeure, the Bank shall be entitled to demand repayment of all outstandings under the Facilities, and the Bank shall not in any circumstances be liable to the Borrower in respect of any loss or damage suffered by the Borrower as a result of the Bank exercising this right.

## 27. Governing Law and Jurisdiction

27.1 The Facility Letter, these Standard Terms and Conditions and the Facilities shall be governed by and construed in accordance with the laws of Hong Kong. The Borrower irrevocably submits to the non-exclusive jurisdiction of Hong Kong courts.

27.2 If the Borrower is not ordinarily resident in Hong Kong or a company incorporated under the laws of Hong Kong or a foreign company registered under the Companies Ordinance (Cap. 32, Laws of Hong Kong), the Borrower hereby appoints a process agent (as notified to the Bank) to accept service of any legal process in Hong Kong in connection with the Facilities. The Borrower agrees that any writ, summons, order, judgment or other document shall be deemed duly and sufficiently served on the Borrower when left at or sent by post to the address of the process agent last known to the Bank. The foregoing shall not limit the Bank's right to serve process on the Borrower by any other mode of service.

## 28. Foreign Exchange

### 28.1 Purpose

All foreign exchange facilities provided by the Bank to the Borrower are for the Borrower's utilization to cover interest or exchange rate exposure incurred in the normal course of the Borrower's business.

### 28.2 Utilization

The aggregate amount of utilization under any foreign exchange facility provided by the Bank to the Borrower will be calculated by the Bank on a risk-weighted basis using the Bank's standard risk-weighting algorithms. These will use different weightings for different products, but for a deal of any given nominal amount of a particular product these weightings will be lower for deals of shorter maturities and for deals where the value of a contract on a mark-to-market basis is in favour of the Borrower. The Bank will be pleased to advise the Borrower at any time of the Borrower's current utilization under the limits stated in the Facility Letter. The amount of any and each utilization available to the Borrower shall be calculated by the Bank which calculation shall be conclusive.

### 28.3 Inconsistency with ISDA Master Agreement

In the event of any inconsistency between the Facility Letter and the ISDA Master Agreement made between the Borrower and the Bank, the Facility Letter shall prevail and the provisions of the ISDA Master Agreement shall be amended to the extent of such inconsistency.

### 28.4 Authorized Signatories

The Borrower shall at the Bank's request from time to time submit to the Bank the names and specimen signatures of the authorized signatories ("Authorized Signatories") who are authorized to enter into any foreign exchange transaction orally or in writing and to execute any document in relation to such transaction on behalf of the Borrower, including remittance instructions.

### 28.5 Instructions

The Bank shall agree with the Borrower in writing the use of a password from time to time such that one password shall be in use at any one time and any change in the password shall automatically cancel the validity of the password previously in use. The Bank shall at all times when the Bank's dealing room is in operation be authorized to act on the instructions given verbally by telephone by any one of the Authorized Signatories provided that the valid password is quoted. The Bank may at its absolute discretion determine that some or all of the Authorized Signatories do not need to quote the password and the Bank shall be authorized to act on their instructions/orders without the password being quoted. The Borrower expressly agrees to be conclusively bound by and liable for all the instructions/orders of an Authorized Signatory and all the instructions/orders which the Bank reasonably believes are those of an Authorized Signatory. In the event of dispute, the Borrower agrees to accept the Bank's tape recordings as conclusive evidence of the instructions/orders given verbally by telephone.

### 28.6 Confirmations

The Bank shall provide the Borrower with a written confirmation of each foreign exchange transaction effected under the Facilities ("FX Transaction"). Any delay or failure in delivering a confirmation shall not affect the validity of the relevant FX Transaction. In the absence of manifest error, all confirmations and statements sent by the Bank shall be conclusive and binding on the Borrower unless, within one Business Day of receipt, notice in writing is given to the Bank of any objection.

Each confirmation issued in respect of a FX Transaction should be checked by the Borrower upon receipt with a copy of which signed and returned to the Bank.

## 28.7 Bank's rights

The Bank shall have an overriding right to call for cash cover on demand and/or to close out any or all FX Transactions outstanding at any time without further reference to the Borrower and to demand settlement of any balance owing by the Borrower to the Bank.

## 29. Loan Facility

29.1 **Purpose** Each term loan, revolving loan, property instalment loan or other loan facility made available by the Bank to the Borrower shall be used by the Borrower solely for the purpose specified in the Facility Letter.

## 29.2 Drawdown

29.2a For any term loan or revolving loan facility which allows multi-currencies drawdown, the following provisions shall apply:-

(i) For the purpose of calculating the limit available for drawdown, all non-Hong Kong dollar advances outstanding and intended non-Hong Kong dollar drawdown shall be calculated as the equivalent of the Hong Kong dollar amount at the spot T/T selling rate as quoted by the Bank on the date of drawdown. If as a result of such calculation the intended drawdown (in Hong Kong dollar or other currencies) cause the limit of the facility to be exceeded, the drawdown notice shall be deemed not to have been served.

(ii) For the purpose of determining whether the limit of the facility has been exceeded, on the last day of each interest period (the "Calculation Date") the aggregate of all non-Hong Kong dollar advances outstanding will be calculated as the equivalent of the Hong Kong dollar at the spot T/T selling rate of the relevant currency as quoted by the Bank on the Calculation Date. The effective limit of the facility shall be reduced: (i) by amount undrawn at the end of the availability period, (ii) in accordance with the relevant repayment provision and (iii) by any prepayment made by the Borrower. If as a result of such calculation the limit of the facility is exceeded, the Borrower shall repay such excess within 3 Business Days upon notification by the Bank. Amount repaid to reduce limit excess cannot be re-borrowed.

29.2b Any undrawn amount after the availability period shall be cancelled.

29.2c In respect of any term loan facility, no amount repaid or prepaid can be re-borrowed.

29.2d In respect of any term loan or revolving loan facility, no loan or interest period shall extend beyond the relevant final maturity date.

## 29.3 Interest

Interest shall be calculated on the basis of the actual number of days elapsed and (in respect of loans in Hong Kong dollars) a 365-day year or (in respect of loans in currency other than Hong Kong dollars) a 360-day year. Interest shall be calculated up to but excluding an interest payment date.

## 29.4 Repayment

29.4a If any repayment date falls on a day which is not a Business Day, repayment shall be made on the next Business Day unless such Business Day falls on the next calendar month in which case repayment shall be made on the preceding Business Day.

29.4b In respect of any property instalment loan:-

(i) If a monthly instalment due date falls on a day which is not a Business Day, the instalment due date shall fall on the next Business Day, unless that next Business Day falls on the next calendar month in which case the instalment due date shall fall on the preceding Business Day. Interest shall be calculated up to but excluding the date on which an instalment is due and payable. Notwithstanding any contrary provisions in the legal charge over the property, any change in the Bank's best lending rate will be effective on the date on which the change in that rate takes effect and in the event of such change either the amount of monthly instalment or the number of monthly instalments may be varied by the Bank by giving written notice to the Borrower (together with a revised repayment schedule) and the revision shall be effective on the date specified in the notice. If the amount of the instalment is inadequate to cover the interest accrued on the loan during the instalment period, the shortfall shall be carried forward to form part of the accrued interest payable in the subsequent instalments. Overdue instalment payment will be subject to a late charge. On the final instalment due date, the Borrower shall pay to the Bank all outstanding principal, accrued interest and all other sums then due and payable to the Bank.

(ii) Instalments shall be applied first towards payment of interest due on the outstanding loan; next (but only if the Bank shall elect to do so) in repayment of any sums, other than the principal, due and owing by the Borrower to the Bank in respect of the loan; and the balance (if any) shall be applied in reduction of the outstanding principal of the loan.

29.4c In respect of any term loan or revolving loan facility, if as a result of all or any part of a loan being repaid on a day which is not an interest payment date the Bank suffers any loss of interest revenue, the Borrower shall on demand pay to the Bank such loss of interest revenue.

29.4d If the Bank receives any payment which is insufficient to discharge all the amounts then due and payable by the Borrower to the Bank under the Facilities, the Bank may apply that payment in such manner and in such order as the Bank may consider appropriate, which shall override any appropriation by the Borrower.





Rental Contract

Summary (Original contract written in Chinese)

Party A (Landlord): Bonso Electronics (Shenzhen) Company, Limited ("Bonso")

Party B (Tenant): Shenzhen Mei Ya Print Co., Ltd. ("Mei Ya")

Bonso and Mei Ya entered into rental agreement on 28 June 2013 with the following terms in summary:

- (1) Land and building: The land and building owned by Bonso located at 132 Da Yang Road, Da Yang Synthetical Develop District, Fu Yong, Shenzhen, China, with total land area of 20,714.90 square meters, and floor area of 34,853 square meters.
- (2) The term of the rental agreement is from 1 August 2013 to 1 August 2019.
- (3) The monthly rent is CNY 644,780.50 per month up to 31 July 2016. The monthly rent will be CNY 709,258.55 per month from 1 August 2016 to 1 August 2019.
- (4) There is a rent-free period of 75 days for each storey or each building after being passed to the tenant.
- (5) A security deposit of two months of rent and the deposit for the first month of rent (equals CNY 1,934,341.50) are to be received by the landlord within 30 days after this contract is signed. The security deposit will be returned to the tenant without interest 30 days after the expiration of this rental contract.
- (6) The transfer of the land and buildings from the landlord to the tenant will be in phases, as follows.
  - The floor area of 3,404.90 square meters will be passed to the tenant on 8 July 2013.
  - The floor area of 14,988.10 square meters will be passed to the tenant on 1 August 2013.
  - The floor area of 10,899.90 square meters will be passed to the tenant on 1 December 2013.
  - The floor area of 5,560.10 square meters will be passed to the tenant on 1 January 2014.
- (7) The tenant is responsible for all taxes (including stamp duties) and fees related to the rental agreement. And the tenant is responsible for maintaining effective property risks insurance, public liability insurance during the whole rental period.
- (8) The tenant is not allowed to sublease any of the land or buildings to third parties, unless the tenant received written consent from the landlord.

Party A: Bonso Electronics (Shenzhen) Company, Limited

Signed by Mr. Andrew So

Date: 28 June 2013

Party B: Shenzhen Mei Ya Print Co., Ltd.

Signed by Mr. Yun Feng Fu

Date: 28 June 2013

Exhibit 12.1

CERTIFICATION PURSUANT TO  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anthony So certify that:

1. I have reviewed this annual report on Form 20-F of Bonso Electronics International Inc. (the "Company");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report;
4. The Company's other certifying officer and myself are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluations; and
  - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the Company's auditors and the audit committee of Company's Board of Directors (or persons performing the equivalent function):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.

Date: August 15, 2013

/s/ Anthony So

Anthony So, President, Chief Executive Officer and Treasurer

Exhibit 12.2

CERTIFICATION PURSUANT TO  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Albert So certify that:

1. I have reviewed this annual report on Form 20-F of Bonso Electronics International Inc. (the "Company");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report;
4. The Company's other certifying officer and myself are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluations; and
  - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent function):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.

Date: August 15, 2013

/s/ Albert So

Albert So, Chief Financial Officer and Secretary

EXHIBIT 13.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Bonso Electronics International, Inc., a British Virgin Islands international business company (the "Corporation"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended March 31, 2013 (the "Form 20-F") of the Corporation fully complies with the requirements of section 13 (a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 15, 2013

/s/ Anthony So

Anthony So

President, Chief Executive Officer and Treasurer

EXHIBIT 13.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Bonso Electronics International, Inc., a British Virgin Islands international business company (the "Corporation"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended March 31, 2013 (the "Form 20-F") of the Corporation fully complies with the requirements of section 13 (a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 15, 2013

/s/ Albert So

Albert So

Chief Financial Officer and Secretary