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INTERIM REPORT 中期報告

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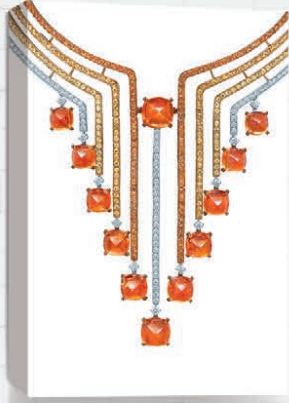
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Papilio

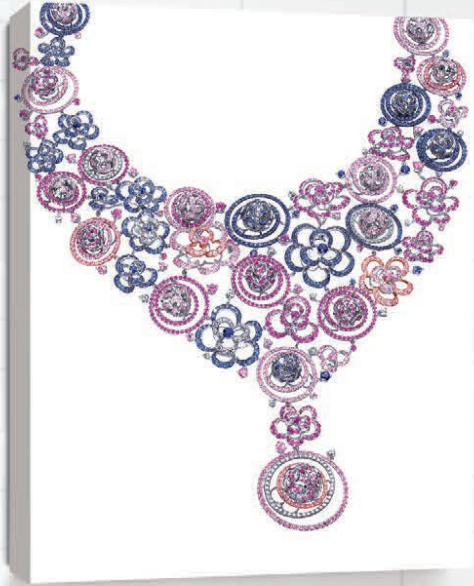




Sunset



Daisy



Samba Parade



Starry Flowers



Shimmering Nature

CORPORATE INFORMATION

公司資料

Executive Directors

Yau On Yee, Annie (*Chairman & Chief Executive Officer*)
Erwin Steve Huang (*Deputy Chairman & Chief Corporate Development Officer*)
Lai Tsz Mo, Lawrence (*Chief Financial Officer*)

Non-executive Director

Wang Guosheng

Independent Non-executive Directors

Chui Chi Yun, Robert
Heng Ching Kuen, Franklin
Chan Yue Kwong, Michael
Chow Chee Wai, Christopher

Company Secretary

Lai Tsz Mo, Lawrence

Authorised Representatives

Yau On Yee, Annie
Lai Tsz Mo, Lawrence

Audit Committee

Chui Chi Yun, Robert (*Chairman*)
Heng Ching Kuen, Franklin
Chan Yue Kwong, Michael
Chow Chee Wai, Christopher

Remuneration Committee

Heng Ching Kuen, Franklin (*Chairman*)
Chui Chi Yun, Robert
Chan Yue Kwong, Michael
Yau On Yee, Annie

Nomination Committee

Chan Yue Kwong, Michael (*Chairman*)
Heng Ching Kuen, Franklin
Yau On Yee, Annie

Executive Committee

Yau On Yee, Annie (*Chairman*)
Erwin Steve Huang
Lai Tsz Mo, Lawrence

執行董事

邱安儀 (*主席及行政總裁*)
黃岳永 (*副主席及企業發展總裁*)
黎子武 (*首席財務總監*)

非執行董事

王國盛

獨立非執行董事

崔志仁
辛正權
陳裕光
周治偉

公司秘書

黎子武

授權代表

邱安儀
黎子武

審核委員會

崔志仁 (*主席*)
辛正權
陳裕光
周治偉

薪酬委員會

辛正權 (*主席*)
崔志仁
陳裕光
邱安儀

提名委員會

陳裕光 (*主席*)
辛正權
邱安儀

執行委員會

邱安儀 (*主席*)
黃岳永
黎子武

Legal Advisers

As to Hong Kong law:

Reed Smith Richards Butler

20/F., Alexandra House, 18 Chater Road, Central, Hong Kong

As to Bermuda law:

Conyers Dill & Pearman

Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong

Auditors

Ernst & Young

Certified Public Accountants

22/F., CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

Principal Banker

DBS Bank (Hong Kong) Limited

16/F., The Centre, 99 Queen's Road Central, Hong Kong

Principal Share Registrar

Codan Services Limited

Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

Hong Kong Branch Share Registrar

Tricor Secretaries Limited

Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

Registered Office

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Office

Ground Floor, Block B, Summit Building,
30 Man Yue Street,
Hung Hom, Kowloon, Hong Kong

Stock Code

417

Website

www.tsj.com

法律顧問

香港法律：

禮德齊伯禮律師行

香港中環遮打道18號歷山大廈20樓

百慕達法律：

Conyers Dill & Pearman

香港中環康樂廣場8號交易廣場第1期2901室

核數師

安永會計師事務所

執業會計師

香港中環添美道1號中信大廈22樓

主要往來銀行

星展銀行(香港)有限公司

香港中環皇后大道中99號中環中心16樓

股份過戶登記總處

Codan Services Limited

Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

香港股份過戶登記分處

卓佳秘書商務有限公司

香港皇后大道東183號合和中心22樓

註冊辦事處

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

主要辦事處

香港九龍紅磡
民裕街30號
興業工商大廈地下B座

股份代號

417

網址

www.tsj.com



RESULTS

業績

The board of directors (the "Board") of Tse Sui Luen Jewellery (International) Limited (the "Company") announces the unaudited consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 31 August 2014. The interim results for the six months ended 31 August 2014 have been reviewed by the Company's Audit Committee.

謝瑞麟珠寶(國際)有限公司(「本公司」)董事會(「董事會」)公佈本公司及其附屬公司(「本集團」)截至2014年8月31日止六個月之未經審核綜合中期業績。截至2014年8月31日止六個月之中期業績已由本公司之審核委員會審閱。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益賬

For the six months ended 31 August 2014

截至2014年8月31日止六個月

Six months ended 31 August

截至8月31日止六個月

				2014	2013
				2014年	2013年
				HK\$'000 港幣千元	HK\$'000 港幣千元
				(unaudited) (未經審核)	(unaudited) (未經審核)
		Notes 附註			
Turnover	營業額	5		1,818,345	2,129,221
Cost of sales	銷售成本			(976,011)	(1,212,221)
Gross profit	毛利			842,334	917,000
Other income and gains	其他收入及收益			11,753	5,047
Selling and distribution expenses	銷售及分銷費			(709,200)	(744,975)
Administrative expenses	行政費用			(70,416)	(87,621)
Profit from operations	經營盈利			74,471	89,451
Finance costs	財務費用	7		(30,636)	(23,253)
Profit before tax	除稅前盈利	6		43,835	66,198
Income tax	所得稅	8		(18,048)	(18,736)
Profit for the period	本期間盈利			25,787	47,462
Attributable to :	應佔盈利部份：				
Owners of the Company	本公司擁有人			25,832	47,564
Non-controlling interests	非控股股東權益			(45)	(102)
				25,787	47,462
Earnings per share attributable to owners of the Company	本公司擁有人應佔 每股盈利				
Basic and diluted	基本及攤薄	10		12.3 cents 港仙	22.6 cents 港仙

Details of the dividends payable and proposed are disclosed in note 9 to the financial statements.

應付及擬派股息之詳情於財務報表附註9中披露。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入報表

For the six months ended 31 August 2014

截至2014年8月31日止六個月

Six months ended 31 August

截至8月31日止六個月

		2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)	2013 2013年 HK\$'000 港幣千元 (unaudited) (未經審核)
Profit for the period	本期間盈利	25,787	47,462
Other comprehensive (loss)/income	其他全面(虧損)/收入		
Other comprehensive (loss)/ income to be reclassified to profit or loss in subsequent years:	日後可能重新分類至 損益賬之其他全面 (虧損)/收入：		
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	(67)	8,317
Other comprehensive (loss)/ income for the period, net of tax	本期間其他全面 (虧損)/收入，扣除稅項	(67)	8,317
Total comprehensive income for the period	本期間全面收入總額	25,720	55,779
Attributable to:	應佔全面收入部份：		
Owners of the Company	本公司擁有人	25,765	55,865
Non-controlling interests	非控股股東權益	(45)	(86)
		25,720	55,779

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31 August 2014

於2014年8月31日

		Notes 附註	At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	4	140,408	137,927
Intangible assets	無形資產		99	99
Other asset	其他資產		500	500
Prepayments and deposits	預付款及按金	13	43,208	46,238
Deferred tax assets	遞延稅項資產		39,782	34,908
			223,997	219,672
Current assets	流動資產			
Inventories	存貨	11	1,819,851	1,903,509
Trade receivables	應收賬款	12	159,597	180,425
Prepayments, deposits and other receivables	預付款、按金及其他應收款	13	103,509	97,737
Tax recoverable	可收回稅項		4,495	6,447
Pledged time deposits	已抵押定期存款		57,064	1,595
Cash and cash equivalents	現金及現金等價物		161,060	140,738
			2,305,576	2,330,451
Current liabilities	流動負債			
Trade payables	應付賬款	14	(235,617)	(355,088)
Other payables and accruals	其他應付款及應計費用	15	(270,237)	(203,348)
Gold loans	黃金租賃	16	(28,299)	-
Interest-bearing bank and other borrowings	計息銀行及其他貸款		(527,235)	(564,231)
Convertible bonds	可換股債券	17	(12,500)	(12,500)
Dividend payable	應付股息		(14,724)	-
Finance lease payables	應付融資租賃		(1,528)	(1,782)
Tax payable	應付稅項		(16,623)	(15,485)
			(1,106,763)	(1,152,434)
NET CURRENT ASSETS	流動資產淨值		1,198,813	1,178,017
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,422,810	1,397,689

		Notes 附註	At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Non-current liabilities	非流動負債			
Other payables and accruals	其他應付款及應計費用	15	(6,782)	(5,207)
Convertible bonds	可換股債券	17	(285,460)	(278,389)
Finance lease payables	應付融資租賃		(1,242)	(586)
Employee benefit obligations	僱員福利義務		(17,087)	(17,087)
Deferred tax liabilities	遞延稅項負債		(26,863)	(26,050)
			(337,434)	(327,319)
NET ASSETS	資產淨值		1,085,376	1,070,370
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	18	(52,584)	(52,584)
Reserves	儲備		(1,033,137)	(1,018,086)
			(1,085,721)	(1,070,670)
Non-controlling interests	非控股股東權益		345	300
TOTAL EQUITY	權益總額		(1,085,376)	(1,070,370)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the six months ended 31 August 2014

截至2014年8月31日止六個月

(Unaudited)
(未經審核)

		Attributable to owners of the Company 本公司擁有人應佔權益										
Notes 附註	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Share option reserve 購股權儲備 HK\$'000 港幣千元	Capital reserves 資本儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外匯變動儲備 HK\$'000 港幣千元	Equity component of convertible bonds 可換股債券之權益部分 HK\$'000 港幣千元	Retained profits 保留盈利 HK\$'000 港幣千元	Proposed dividends 擬派股息 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	Non-controlling interests 非控股股東權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元	
At 1 March 2013	於2013年3月1日	52,584	123,365	-	140,515	92,458	8,600	556,548	14,724	988,794	(101)	988,693
Profit for the period	本期間盈利	-	-	-	-	-	-	47,564	-	47,564	(102)	47,462
Other comprehensive income for the period: Exchange differences on translation of foreign operations	本期間其他全面收入： 換算海外業務之匯兌差額	-	-	-	-	8,301	-	-	-	8,301	16	8,317
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	8,301	-	47,564	-	55,865	(86)	55,779
Transfer to capital reserves	轉撥至資本儲備	-	-	-	991	-	-	(991)	-	-	-	-
Equity-settled share option arrangement	以股權結算的購股權安排	19	-	4,806	-	-	-	-	-	4,806	-	4,806
Approved final dividend (2012/13)	已批核末期股息 (2012/13)	9	-	-	-	-	-	-	(14,724)	(14,724)	-	(14,724)
Proposed interim dividend (2013/14)	擬派中期股息 (2013/14)	9	-	-	-	-	-	(4,627)	4,627	-	-	-
At 31 August 2013	於2013年8月31日	52,584	123,365	4,806	141,506	100,759	8,600	598,494	4,627	1,034,741	(187)	1,034,554

(Unaudited)
(未經審核)

		Attributable to owners of the Company 本公司擁有人應佔權益												
		Equity component of								Total		Non-controlling interests		Total equity
Notes	Issued capital	Share premium	Share option reserve	Capital reserves	Exchange fluctuation reserve	convertible bonds	Retained profits	Proposed dividends						
附註	已發行股本	股份溢價	購股權儲備	資本儲備	外匯變動儲備	可換股債券之權益部分	保留盈利	擬派股息	合計	合計	股東權益	權益總額		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元		
At 1 March 2014	於2014年3月1日	52,584	123,365	9,255	143,006	111,807	8,600	607,329	14,724	1,070,670	(300)	1,070,370		
Profit for the period	本期間盈利	-	-	-	-	-	-	25,832	-	25,832	(45)	25,787		
Other comprehensive loss for the period:	本期間其他全面虧損：													
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	(67)	-	-	-	(67)	-	(67)		
Total comprehensive income for the period	本期間全面收入總額	-	-	-	-	(67)	-	25,832	-	25,765	(45)	25,720		
Equity-settled share option arrangement	以股權結算的購股權安排	19	-	4,010	-	-	-	-	-	4,010	-	4,010		
Approved final dividend (2013/14)	已批核末期股息(2013/14)	9	-	-	-	-	-	(14,724)	(14,724)	-	-	(14,724)		
Proposed interim dividend (2014/15)	擬派中期股息(2014/15)	9	-	-	-	-	-	(2,524)	2,524	-	-	-		
At 31 August 2014	於2014年8月31日	52,584	123,365*	13,265*	143,006*	111,740*	8,600*	630,637*	2,524*	1,085,721	(345)	1,085,376		

* These reserve accounts comprise the consolidated reserves of HK\$1,033,137,000 (28 February 2014: HK\$1,018,086,000) in the consolidated statement of financial position.

* 此等儲備賬目組成綜合財務狀況報表之綜合儲備港幣1,033,137,000元(2014年2月28日：港幣1,018,086,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the six months ended 31 August 2014

截至2014年8月31日止六個月

Six months ended 31 August

截至8月31日止六個月

	Notes 附註	2014	2013
		2014年 HK\$'000港幣千元 (unaudited) (未經審核)	2013年 HK\$'000港幣千元 (unaudited) (未經審核)
Cash flows from operating activities	經營業務之現金流量		
Profit before tax		43,835	66,198
Adjustments for:	調整：		
Finance costs	7	30,636	23,253
Interest income		(1,050)	(230)
Loss/(gain) on disposal of items of property, plant and equipment	6	28	(11)
Depreciation	6	23,994	23,695
Equity-settled share option expense	6	4,010	4,806
Reversal of provision for impairment of inventories	6	(7,233)	(459)
Fair value gain on gold loans designated at fair value through profit or loss	6	(773)	-
		93,447	117,252
Decrease/(increase) in inventories	存貨減少/(增加)	90,891	(224,847)
Decrease in trade receivables	應收賬款減少	20,828	16,110
Increase in prepayments, deposits and other receivables	預付款、按金及其他應收款增加	(2,742)	(52,339)
(Decrease)/increase in trade payables	應付賬款(減少)/增加	(119,471)	90,260
Increase/(decrease) in other payables and accruals	其他應付款及應計費用增加/(減少)	68,464	(47,102)
Cash generated from/(used in) operations	經營業務產生/(所用)的現金	151,417	(100,666)
Hong Kong profits tax refunded/(paid)	已收回/(已付)香港利得稅	1,146	(3,280)
Taxes paid other than Hong Kong	已付香港以外地區稅項	(20,445)	(9,346)
Net cash flows generated from/(used in) operating activities	經營業務產生/(所用)之現金流量淨額	132,118	(113,292)
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	1,050	230
Increase in pledged time deposits	已抵押定期存款增加	(55,469)	-
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(24,659)	(21,189)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	-	18
Net cash flows used in investing activities	投資活動所用之現金流量淨額	(79,078)	(20,941)

Six months ended 31 August
截至8月31日止六個月

		2014 2014年 HK\$'000港幣千元 (unaudited)(未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited)(未經審核)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from new trade finance	新增貿易融資所得款項	27,292	-
Repayment of trade finance	償還貿易融資	(37,435)	(42,401)
Proceeds from new bank loans	新增銀行貸款所得款項	23,916	25,000
Repayment of bank loans	償還銀行貸款	(41,455)	-
New gold loans	新增黃金租賃	29,072	-
Proceeds from new other loan	新增其他貸款所得款項	-	12,500
Capital element of finance lease payments	融資租賃付款的本金部分	(1,478)	(3,155)
Interest paid	已付利息	(23,536)	(18,884)
Interest element of finance lease payments	融資租賃付款的利息部分	(29)	(308)
Net cash flows used in financing activities	融資活動所用之現金流量淨額	(23,653)	(27,248)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加/(減少)淨額	29,387	(161,481)
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物	119,390	185,934
Effect of foreign exchange rates changes, net	外幣匯率變動影響淨額	256	8,000
Cash and cash equivalents at the end of the reporting period	於報告期末之現金及現金等價物	149,033	32,453
Analysis of balances of cash and cash equivalents	現金及現金等價物結存分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況報表所列之現金及現金等價物	161,060	73,351
Bank overdrafts – secured	銀行透支 – 有抵押	(12,027)	(40,898)
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所列之現金及現金等價物	149,033	32,453

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. Basis of Preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange" and the "Listing Rules", respectively) and the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the Group's financial statements for the year ended 28 February 2014. These condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all HKFRSs, HKASs and Interpretations).

These condensed consolidated financial statements have been prepared under historical cost convention.

These condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the Group's financial statements for the year ended 28 February 2014, except for the adoption of the following new and revised HKFRSs which become effective for accounting periods beginning on or after 1 March 2014 as disclosed in note 2.1 below.

1. 編製基準

本中期財務報告已根據香港聯合交易所有限公司《證券上市規則》(分別簡稱為「聯交所」及「上市規則」)的適用披露規定及香港會計師公會頒佈之《香港會計準則》(「香港會計準則」)第34號-「中期財務報告」之規定編製。

本中期財務報告包括簡明綜合財務報表及經選定的說明附註。附註包括對自本集團截至2014年2月28日止年度財務報表刊發以來所發生的重要事件及交易以瞭解本集團之財務狀況變動及集團表現。本簡明綜合中期財務報表及其附註並不包括按照《香港財務報告準則》(「香港財務報告準則」)規定編製完整財務報表所需之所有資料(包括所有香港財務報告準則、香港會計準則及詮釋)。

本簡明綜合財務報表乃按歷史成本常規法編製。

除下文附註2.1所披露於2014年3月1日或以後開始之會計期間生效之新訂及經修訂之香港財務報告準則被採納外，本簡明綜合財務報表已按照本集團截至2014年2月28日止年度之財務報表的同一會計政策編製。

2.1 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current period's condensed consolidated financial statements:

HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i>
HKAS 39 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting</i>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i>
HK (IFRIC) Interpretation 21	<i>Levies</i>

The adoption of the above new and revised HKFRSs has had no significant financial effect on these condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in these condensed consolidated financial statements.

2.1. 會計政策及披露之變動

本集團已於本期間之簡明綜合財務報表首次採納下列新訂及經修訂之香港財務報告準則：

香港會計準則 第32號 修訂本	香港會計準則第32號之修訂金融工具：呈報 – 抵銷財務資產及財務負債
香港會計準則 第36號 修訂本	香港會計準則第36號之修訂資產減值 – 非財務資產之可收回金額披露
香港會計準則 第39號 修訂本	香港會計準則第39號之修訂金融工具：確認及計量 – 衍生工具之更替及對沖會計法之延續
香港財務報告 準則第10號、 香港財務報告 準則第12號 及香港會計 準則第27號 (2011)修訂本	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011)之修訂 – 投資實體
香港(國際財務 報告詮釋 委員會) – 詮釋第21號	徵費

採納新訂及經修訂之香港財務報告準則對本簡明綜合財務報表並無重大財務影響，而本簡明綜合財務報表應用之會計政策概無重大變動。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

2.2 Issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these condensed consolidated financial statements:

HKFRS 9	<i>Financial Instruments</i> ⁵
HKFRS 11 Amendments	Amendments to HKFRS 11 <i>Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations</i> ²
HKFRS 14	<i>Regulatory Deferral Accounts</i> ³
HKFRS 15	<i>Revenue from Contracts with Customers</i> ⁴
HKAS 16 and HKAS 38 Amendments	Amendments to HKAS 16 <i>Property, Plant and Equipment</i> and HKAS 38 <i>Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortisation</i> ²
HKAS 16 and HKAS 41 Amendments	Amendments to HKAS 16 <i>Property, Plant and Equipment</i> and HKAS 41 <i>Agriculture – Agriculture: Bearer Plants</i> ²
HKAS 19 Amendments	Amendments to HKAS 19 (2011) <i>Employee Benefits – Defined Benefit Plans: Employee Contributions</i> ¹
HKAS 27 (2011) Amendments	Amendments to HKAS 27 (2011) <i>Separate Financial Statements – Equity Method in Separate Financial Statements</i> ²

2.2. 已頒布但未生效之香港財務報告準則

本集團尚未於本簡明綜合財務報表採用以下已頒布但未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ⁵
香港財務報告準則第11號修訂本	香港財務報告準則第11號之修訂合營安排 – 收購共同經營權益會計處理 ²
香港財務報告準則第14號	監管遞延賬戶 ³
香港財務報告準則第15號	來自客戶合約之收益 ⁴
香港會計準則第16號及香港會計準則第38號修訂本	香港會計準則第16號物業、廠房及設備及香港會計準則第38號無形資產之修訂 – 闡明折舊及攤銷可接受方法 ²
香港會計準則第16號及香港會計準則第41號修訂本	香港會計準則第16號物業、廠房及設備及香港會計準則第41號農業之修訂 – 農業：生產性植物 ²
香港會計準則第19號修訂本	香港會計準則第19號(2011)之修訂僱員福利 – 界定福利計劃：僱員供款 ¹
香港會計準則第27號(2011)修訂本	香港會計準則第27號(2011)之修訂獨立財務報表 – 獨立財務報表權益法 ²

2.2 Issued but not yet effective Hong Kong Financial Reporting Standards (continued)

HKFRS 10 and HKAS 28 Amendments	Amendments to HKFRS 10 <i>Consolidated Financial Statements</i> and HKAS 28 (2011) <i>Investments in Associates and Joint Ventures – Sale or Contribution of Assets between Investor and its Associate or Joint Venture</i> ²
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Annual Improvements 2010–2012 Cycle	Amendments to a number of HKFRSs issued in January 2014 ¹
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Annual Improvements 2011–2013 Cycle	Amendments to a number of HKFRSs issued in January 2014 ¹
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- | | |
|---|--|
| 1 | Effective for annual periods beginning on or after 1 July 2014 |
| 2 | Effective for annual periods beginning on or after 1 January 2016 |
| 3 | Effective for first annual HKFRS financial statements beginning on or after 1 January 2016 and not applicable to the Group |
| 4 | Effective for annual periods beginning on or after 1 January 2017 |
| 5 | Effective for annual periods beginning on or after 1 January 2018 |

The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations or financial position.

2.2. 已頒布但未生效之香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號修訂本	香港財務報告準則第10號綜合財務報表及香港會計準則第28號(2011)之修訂於聯營公司及合營企業之投資 – 投資者與其聯營公司或合營企業之間的銷售或資產貢獻 ²
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2010年至2012年週期的年度改進	於2014年1月頒布對若干香港財務報告準則之修訂 ¹
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2011年至2013年週期的年度改進	於2014年1月頒布對若干香港財務報告準則之修訂 ¹
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- | | |
|---|--|
| 1 | 於2014年7月1日或以後開始之會計年度生效 |
| 2 | 於2016年1月1日或以後開始之會計年度生效 |
| 3 | 適用於2016年1月1日首份應用香港財務報告準則的年度財務報表，不適用於本集團。 |
| 4 | 於2017年1月1日或以後開始之會計年度生效 |
| 5 | 於2018年1月1日或以後開始之會計年度生效 |

本集團已開始評估採納上述香港財務報告準則之相關影響，惟尚未能確定此等新訂及經修訂的香港財務報告準則會否對本集團之經營業績及財務狀況構成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

3. Operating Segment Information

For management purposes, the Group is organised into business units based on geographic locations and has two reportable operating segments as follows:

- (a) The People's Republic of China (the "PRC") (including Hong Kong and Macau); and
- (b) other Asia countries.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that finance costs and income tax are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

3. 經營分部資料

就管理而言，本集團乃按地區劃分業務單位，並有兩個可呈報經營分部如下：

- (a) 中國(包括香港及澳門)；及
- (b) 其他亞洲國家。

管理層按本集團經營分部之個別業績作出監督，以作出資源分配及評估表現之決策。分部表現乃按可呈報分部盈利／(虧損)進行評估，即計算經調整的除稅前盈利／(虧損)。經調整的除稅前盈利／(虧損)之計算方式與本集團除稅前盈利計算方式一致，惟財務費用及所得稅則不包括在其計算當中。

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。

3. Operating Segment Information (continued)

3. 經營分部資料(續)

		PRC (including Hong Kong and Macau) 中國 (包括香港及 澳門) HK\$'000 港幣千元 (unaudited) (未經審核)	Other Asia countries 其他 亞洲國家 HK\$'000 港幣千元 (unaudited) (未經審核)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核)
Six months ended 31 August 2014 截至2014年8月31日止六個月				
Segment revenue:	分部營業額：			
Sales to external customers	銷售予外來客戶	1,795,595	22,750	1,818,345
Intersegment sales	內部銷售	7,424	921	8,345
Other revenue	其他收入	10,785	968	11,753
		1,813,804	24,639	1,838,443
<i>Reconciliation</i>	<i>調節</i>			
Elimination of intersegment sales	抵消內部銷售			(8,345)
				1,830,098
Segment results	分部業績	74,852	(381)	74,471
<i>Reconciliation</i>	<i>調節</i>			
Finance costs	財務費用			(30,636)
Income tax	所得稅			(18,048)
Profit for the period	本期間盈利			25,787

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
簡明綜合財務報表附註 (續)

3. Operating Segment Information (continued)

3. 經營分部資料(續)

		PRC (including Hong Kong and Macau) 中國 (包括香港及 澳門) HK\$'000 港幣千元 (unaudited) (未經審核)	Other Asia countries 其他 亞洲國家 HK\$'000 港幣千元 (unaudited) (未經審核)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核)
Six months ended 31 August 2013 截至2013年8月31日止六個月				
Segment revenue:	分部營業額：			
Sales to external customers	銷售予外來客戶	2,107,892	21,329	2,129,221
Intersegment sales	內部銷售	17,394	2,337	19,731
Other revenue	其他收入	4,963	84	5,047
		<u>2,130,249</u>	<u>23,750</u>	<u>2,153,999</u>
<i>Reconciliation</i>	<i>調節</i>			
Elimination of intersegment sales	抵消內部銷售			(19,731)
				<u>2,134,268</u>
Segment results	分部業績	91,952	(2,501)	89,451
<i>Reconciliation</i>	<i>調節</i>			
Finance costs	財務費用			(23,253)
Income tax	所得稅			(18,736)
Profit for the period	本期間盈利			<u>47,462</u>

4. Property, Plant and Equipment

During the six months ended 31 August 2014, the Group acquired items of property, plant and equipment with aggregate cost of HK\$26,539,000 (six months ended 31 August 2013: HK\$21,189,000). Items of property, plant and equipment with net book value of HK\$28,000 were disposed of during the six months ended 31 August 2014 (six months ended 31 August 2013: HK\$7,000), resulting in a loss on disposal of HK\$28,000 (six months ended 31 August 2013: gain on disposal of HK\$11,000).

During the six months ended 31 August 2014, additions to items of property, plant and equipment financed by new finance leases were HK\$1,880,000 (six months ended 31 August 2013: Nil).

5. Turnover

The principal activities of the Group are the manufacture, sale and marketing of jewellery products. Turnover represents the sales value of jewellery products sold to customers, net of value added tax and discount.

4. 物業、廠房及設備

於截至2014年8月31日止六個月內，本集團購置了數項物業、廠房及設備，相當於港幣26,539,000元(截至2013年8月31日止六個月：港幣21,189,000元)。於截至2014年8月31日止六個月內，本集團棄置了數項賬面淨值港幣28,000元的物業、廠房及設備(截至2013年8月31日止六個月：港幣7,000元)，產生棄置虧損港幣28,000元(截至2013年8月31日止六個月：出售利潤港幣11,000元)。

於截至2014年8月31日止六個月內，以融資租賃所新購之物業、廠房及設備相當於港幣1,880,000元(截至2013年8月31日止六個月：無)。

5. 營業額

本集團的主要業務是製造、銷售及推廣珠寶首飾。營業額為扣除增值稅及折扣後銷售予客戶之珠寶首飾的銷售價值之淨值。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

6. Profit Before Tax

The Group's profit before tax is arrived at after charging/
(crediting):

6. 除稅前盈利

本集團之除稅前盈利已扣除/(計入):

		Six months ended 31 August 截至8月31日止六個月	
		2014 2014年 HK\$'000港幣千元 (unaudited) (未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited) (未經審核)
Cost of goods sold*	銷貨成本*	983,244	1,212,680
Reversal of provision for impairment of inventories	撇銷存貨至可變現淨值之回撥	(7,233)	(459)
Depreciation	折舊	23,994	23,695
Minimum lease payments in respect of operating lease for land and buildings**	有關土地及樓宇之經營租賃之最低租賃付款**	112,603	98,433
Employee benefit expense (including directors' remuneration):	僱員福利開支 (包括董事酬金):		
Wages, salaries and other benefits	工資、薪金及其他福利	285,089	271,650
Equity-settled share option expense	以股權結算之購股權費用	3,758	4,515
Pension scheme contributions***	退休計劃供款***	4,815	4,483
		293,662	280,648
Equity-settled share option expense to service providers	提供給服務供應商的以股權結算之購股權費用	252	291
Fair value gain on gold loans designated at fair value through profit or loss ****	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨收益****	(773)	-
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(利潤)	28	(11)
Foreign exchange differences, net	淨匯兌差額	(1,458)	(1,330)

6. Profit Before Tax (continued)

- * Cost of goods sold includes HK\$52,978,000 (2013: HK\$43,928,000) relating to employee benefit expense, depreciation and operating lease payments, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.
- ** Not including commission payments in relation to sales counters in department stores and shopping malls.
- *** At 31 August 2014, there were no forfeited contributions available to the Group to reduce its contributions to pension scheme in future years (2013: Nil).
- **** This amount is included in "Other income and gains" in the consolidated statement of profit or loss. The purpose of the above gold loans entered into by the Group is to manage the Group's gold price exposure. Such loans did not meet the criteria for hedge accounting.

7. Finance Costs

6. 除税前盈利(續)

- * 銷售成本中包括為數港幣52,978,000元(2013年:港幣43,928,000元)的僱員福利開支、折舊及經營租賃費用,而有關金額亦已分別記入以上所列各類相關開支中。
- ** 不包括支付予銷售專櫃相關的百貨公司及商場的佣金。
- *** 於2014年8月31日,本集團並無已失效供款可沖減未來年度的退休計劃供款(2013年:無)。
- **** 綜合損益賬上「其他收入及收益」中已包含此金額。上述黃金租賃旨在管理本集團之黃金價格風險。該等租賃及合約並不符合對沖會計處理之條件。

7. 財務費用

Six months ended 31 August
截至8月31日止六個月

		2014 2014年 HK\$'000港幣千元 (unaudited)(未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited)(未經審核)
Interest on bank loans, bank overdrafts and other loans wholly repayable within five years	須於五年內全數償還 之銀行貸款、銀行 透支及其他貸款的 利息	10,832	6,042
Interest on convertible bonds	可換股債券的利息	19,571	16,903
Interest on finance leases	融資租賃的利息	29	308
Interest on gold loans	黃金租賃的利息	204	-
		30,636	23,253

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

8. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable other than Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

8. 所得稅

香港利得稅乃根據本期間於香港賺取或源於香港之估計應課稅盈利，按適用稅率16.5%(2013年：16.5%)計算。集團於香港以外地區經營所得的應課稅盈利乃按其所在地的適用稅率計算。

Six months ended 31 August
截至8月31日止六個月

		2014 2014年 HK\$'000港幣千元 (unaudited)(未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited)(未經審核)
Current – Hong Kong	本期 – 香港	2,943	2,291
Current – Other than Hong Kong	本期 – 香港以外	19,166	15,115
Deferred	遞延	(4,061)	1,330
		18,048	18,736

9. Dividends

9. 股息

Six months ended 31 August
截至8月31日止六個月

		2014 2014年 HK\$'000港幣千元 (unaudited)(未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited)(未經審核)
Interim dividend of HK\$0.012 (2013: HK\$0.022) per ordinary share declared 2012/13 approved	已宣佈派發之中期股息 每股普通股港幣0.012元 (2013年：港幣0.022元) 2012/13已批核末期股息	2,524	4,627
final dividend of HK\$0.07 per ordinary share 2013/14 approved	每股普通股港幣0.07元 2013/14已批核末期股息	-	14,724
final dividend of HK\$0.07 per ordinary share	每股普通股港幣0.07元	14,724	-
		17,248	19,351

The interim dividend was not recognised as a liability as at 31 August 2014 and 2013 because it was declared after the end of the reporting period.

中期股息乃於報告期末後宣佈派發，故於2014年及2013年8月31日均無確認為負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

10. Earnings Per Share Attributable to Owners of the Company

The calculation of basic earnings per share amount is based on the profit for the period attributable to owners of the Company of HK\$25,832,000 (2013: HK\$47,564,000), and the weighted average number of ordinary share of 210,336,221 (2013: 210,336,221) in issue during the period.

No adjustment has been made to basic earnings per share amounts presented for the periods ended 31 August 2014 and 2013 in respect of a dilution as the impact of the share options and convertible bonds outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

10. 本公司擁有人應佔每股盈利

每股基本盈利金額乃按本期間本公司擁有人應佔盈利港幣25,832,000元(2013年:港幣47,564,000元)及本期間已發行普通股之加權平均股數210,336,221股(2013年:210,336,221股)計算。

由於截至2014及2013年8月31日止期間,本集團發行的購股權及可換股債券具有反攤薄效應,故無需對期內之每股基本盈利作出調整。

11. Inventories

11. 存貨

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited)(未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited)(經審核)
Raw materials	原材料	127,139	62,607
Work in progress	在製品	56,601	68,841
Finished good	製成品	1,636,111	1,772,061
		1,819,851	1,903,509

12. Trade Receivables

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Within 1 month	1個月內	141,309	159,234
1 to 2 months	1至2個月內	7,957	14,152
2 to 3 months	2至3個月內	4,351	1,230
Over 3 months	超過3個月	5,980	5,809
		159,597	180,425

The Group's retail sales are normally made on cash basis. Credit card receivables from financial institutions in respect of retail sales are aged within one month. Apart from retail customers, the Group allows an average credit period from 30 to 90 days to other customers. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing in general.

None of the above amounts is either past due or impaired. The amounts included in the above balances relate to receivables for which there was no recent history of default.

12. 應收賬款

於報告期末，根據發票日期及已扣除有關撥備的應收賬款之賬齡分析如下：

本集團的零售銷售一般以現金交易。就零售銷售而言，來自財務機構之應收信用卡賬款之賬齡少於一個月。除零售客戶外，本集團向其他客戶提供平均30至90天之餘賬期。本集團力求嚴密控制未收回之應收賬款以降低信貸風險。逾期結餘由管理層定期作出審閱。有見及此及本集團的應收賬款來自廣大客戶，故並無重大集中的信貸風險。本集團並無就其應收賬款結餘持有任何抵押品或推行其他加強信貸措施。應收賬款一般均為免息。

上述金額既無逾期亦無已作減值。包含在上述結餘之金額為近期並無違約記錄之應收賬款。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

13. Prepayments, Deposits and Other Receivables

13. 預付款、按金及其他應收款

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Prepayments	預付款	69,429	59,699
Deposits	按金	75,444	82,485
Other receivables	其他應收款	1,844	1,791
		146,717	143,975
Long-term prepayments and deposits classified as non-current assets	分類為非流動資產之長期預付款及按金	(43,208)	(46,238)
		103,509	97,737

14. Trade Payables

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

14. 應付賬款

於報告期末，應付賬款根據發票日期計算之賬齡分析如下：

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Within 1 month	1個月內	83,277	98,315
1 to 2 months	1至2個月內	58,647	49,114
2 to 3 months	2至3個月內	33,322	47,106
Over 3 months	超過3個月	60,371	160,553
		235,617	355,088

The trade payables are non-interest-bearing.

應付賬款均為免息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
 簡明綜合財務報表附註 (續)

15. Other Payables and Accruals

15. 其他應付款及應計費用

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Other payables	其他應付款	42,499	52,225
Customer deposits	客戶訂金	103,328	27,378
Provision for liabilities	負債撥備	27,931	28,500
Accruals	應計費用	103,261	100,452
		277,019	208,555
Other payables and accruals classified as non-current liabilities	分類為非流動負債之 其他應付款及 應計費用	(6,782)	(5,207)
		270,237	203,348

All other payables and accruals are non-interest-bearing.

所有其他應付款及應計費用均為免息。

16. Gold Loans

16. 黃金租賃

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Secured gold loans	黃金租賃 - 有抵押	28,299	-
Contracted interest rate	合約利率	4.6% - 4.7%	N/A 不適用
Original maturity	原到期日	3 months 3個月	N/A 不適用

The amounts represented borrowings from a bank and the amounts payable are pegged with gold prices.

該款項指銀行借貸，而應付款項與黃金價格掛鈎。

As at 31 August 2014, the above gold loans were secured by several pledged time deposits totalling HK\$31,747,000 as disclosed in note 20(c) below (at 28 February 2014: Nil).

於2014年8月31日，上述黃金租賃以本集團相當於港幣31,747,000元之若干定期存款作為抵押，詳情於本財務報表附註20(c)披露（於2014年2月28日：無）。

Gold loans were borrowed to reduce the impact of fluctuation of gold prices on gold inventories. However, the criteria for hedge accounting were not fully met. Gold loans were designated as financial liabilities at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy, and information about the gold loans is provided on that basis to the Group's top management.

借入黃金租賃的目的為減低黃金價格波動對黃金存貨之影響。然而，有關黃金租賃未能完全符合對沖會計處理之條件。鑑於黃金租賃乃根據既定風險管理及投資策略按公平價值基準管理及評估表現，故獲指定為按公平價值訂定盈虧之財務負債，而有關該等黃金租賃之資料乃按同一基準提供予本集團之高層管理人員。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

17. Convertible Bonds

On 20 April 2012, the Company issued to CDH King Limited ("CDH") five-year term convertible bonds with a principal amount of HK\$250,000,000 under which CDH has the right to convert the bonds into ordinary shares of the Company (the "Shares") at an initial conversion price at HK\$6.40 per Share (the "Convertible Bonds") at any time during the conversion period, subject to anti-dilutive adjustments. The Convertible Bonds are unsecured and subordinated to all present and future non-equity linked indebtednesses of the Company. Any equity-linked debt securities issued or to be issued are subordinated to the Convertible Bonds unless the prior approval of CDH is obtained. The net proceeds are intended to be used by the Company for general corporate development and general working capital requirements.

The Convertible Bonds bear interest at the rate of 5% per annum which are due every year, and mature on the date falling on the fifth anniversary of the issue date.

The Company shall redeem the outstanding principal of the Convertible Bonds at the redemption amount representing an internal rate of return of 12% per annum on the fifth anniversary of the issue date of the Convertible Bonds.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

As at 31 August 2014, a total of 39,062,500 (at 28 February 2014: 39,062,500) ordinary shares would have been allotted and issued if all the Convertible Bonds were converted in full. There was no conversion during the period (six months ended 31 August 2013: Nil).

17. 可換股債券

於2012年4月20日，本公司發行予CDH King Limited (「CDH」) 本金金額為港幣250,000,000元五年期之可換股債券，CDH有權於轉換期內隨時以其可換股債券轉換為本公司的普通股 (「股份」)，並可作反攤薄調整。初步換股價為每股港幣6.40元 (「可換股債券」)。可換股債券為無抵押及從屬於本公司所有現有及未來的非權益掛鉤債務。除非事先獲得CDH批准，任何已發行或未發行之權益掛鉤債務證券皆從屬於可換股債券。本公司擬把所得款項淨額用於一般企業發展及營運資金需要。

可換股債券每年到期的年利率為5%及於發行日的第5年到期。

本公司須於可換股債券之發行日期起計第5年以相等於每年12%之內部回報率之金額贖回可換股債券的所有本金。

負債部分的公平價值乃採用於發行日當日同等及並無附帶轉換權的債券之市場利率來計算。剩餘部分均分配為權益部分，並已包括於股東權益中。

於2014年8月31日，合共39,062,500股普通股 (於2014年2月28日：39,062,500股) 將能因可換股債券而被悉數轉換並予以配發及發行。本期間並無任何股價轉換 (截至2013年8月31日止六個月：無)。

18. Issued Capital

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited) (經審核)
Authorised: 1,500,000,000 ordinary shares of HK\$0.25 each	法定： 1,500,000,000股每股面值 港幣0.25元之普通股	375,000	375,000
Issued and fully paid: 210,336,221 ordinary shares of HK\$0.25 each	已發行及繳足： 210,336,221股每股面值 港幣0.25元之普通股	52,584	52,584

18. 已發行股本

19. Share Option Scheme

The Company's share option scheme was adopted by shareholders of the Company on 26 November 2003 ("2003 Share Option Scheme"). On 1 March 2013, 15,850,000 options were granted to the directors, employees and service providers of the Company and its subsidiaries pursuant to the 2003 Share Option Scheme in respect of their contributions to the strategic development of the Group. During the year ended 28 February 2014, 590,000 options were lapsed due to resignation of certain employees. The exercise price of the options is HK\$4.13 per ordinary share of the Company (the "Share"), which is the highest of (i) the closing price of HK\$4.13 per Share as stated in the Stock Exchange's daily quotation sheet on the date of grant; and (ii) the average closing price of HK\$4.08 per Share as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.25 per Share on the date of grant.

19. 購股權計劃

本公司股東於2003年11月26日採納購股權計劃(「2003年購股權計劃」)。本公司根據2003年之購股權計劃，於2013年3月1日就本公司及其附屬公司之董事、僱員及服務供應商對本集團策略發展的貢獻向其授出15,850,000份購股權。由於若干員工於2014年2月28日止年度離職，故590,000份購股權已失效。授出購股權之行使價為本公司每股普通股港幣4.13元(「股份」)，有關價格乃以下各項之最高者：(i)股份於授出日期聯交所發出每日報價表所示收市價每股港幣4.13元；及(ii)股份於緊接授出日期前五個交易日聯交所發出每日報價表所示平均收市價每股港幣4.08元；及(iii)於授出日股份面值每股港幣0.25元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

19. Share Option Scheme (continued)

The Group recognised an equity-settled share option expense of HK\$4,010,000 during the period ended 31 August 2014 (six months ended 31 August 2013: HK\$4,806,000).

20. Pledge of Assets

- (a) On 6 November 2013, certain fixed properties (i.e. land and buildings with aggregate carrying value at the end of the reporting period of HK\$50,557,000) in Hong Kong were mortgaged to its bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (b) On 19 December 2013, certain other fixed properties (i.e. land and buildings with aggregate carrying value at the end of the reporting period of HK\$5,842,000) in Hong Kong were mortgaged to another bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (c) As at 31 August 2014, time deposits denominated in Renminbi ("RMB") and equivalent to HK\$31,747,000 (at 28 February 2014: Nil) have been pledged to secure several gold loan contracts for gold hedging purposes. The pledged time deposits will be released upon completion of the gold loan contracts.

19. 購股權計劃(續)

本集團於截至2014年8月31日止期間確認相當於港幣4,010,000元之購股權費用(截至2013年8月31日止六個月：港幣4,806,000元)。

20. 資產抵押

- (a) 於2013年11月6日，本集團以第一法定押記的方式將若干在香港的固定物業(即報告期末總賬面值港幣50,557,000元之土地及樓宇)質押予其往來銀行，以作為(其中包括)本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。
- (b) 於2013年12月19日，本集團以第一法定押記的方式將若干在香港的其他固定物業(即報告期末總賬面值港幣5,842,000元之土地及樓宇)質押予另一往來銀行，以作為(其中包括)本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。
- (c) 於2014年8月31日，以人民幣作為單位及相當於港幣31,747,000元(於2014年2月28日：無)之定期存款已作抵押，以取得若干黃金租賃合約予對沖作用。本已抵押之定期存款將於相關黃金租賃合約完成後解除。

20. Pledge of Assets (continued)

- (d) As at 31 August 2014, time deposits denominated in RMB and equivalent to HK\$25,317,000 (at 28 February 2014: Nil) have been pledged to secure a standby letter of credit to a bank of a subsidiary for a cross boarder treasury arrangement. This pledged time deposit will be released upon the release of the standby letter of credit issued.
- (e) As at 28 February 2014, time deposit denominated in RMB and equivalent to HK\$1,595,000 has been pledged to secure a short-term bank loan to a subsidiary in the PRC. This pledged time deposit was released during the reporting period following settlement of the relevant bank borrowings.

20. 資產抵押 (續)

- (d) 於2014年8月31日，以人民幣作為單位及相當於港幣25,317,000元（於2014年2月28日：無）之定期存款已作抵押，以取得銀行發出備用信用狀予一間附屬公司的往來銀行作跨境財務安排之用。本已抵押之定期存款將於相關備用信用狀完成後解除。
- (e) 於2014年2月28日，以人民幣作為單位及相當於港幣1,595,000元之定期存款已作抵押，以取得短期銀行貸款予在中國內地的一間附屬公司。相關銀行借款已於報告期內償還，故已抵押之定期存款亦已解除。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

21. Material Related Party Transactions

(a) In addition to the transactions detailed elsewhere in these condensed consolidated financial statements, the Group had the following material related parties transactions during the six months ended 31 August 2014:

- (i) TSL Manufacturing and Distribution Limited ("TSL M&D"), a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue Hong Kong Limited ("Rosy Blue HK") amounting to HK\$126,223,000 (2013: HK\$138,223,000). At 31 August 2014, the amount due to Rosy Blue HK by TSL M&D was HK\$92,207,000 (28 February 2014: HK\$112,588,000).
- (ii) TSL M&D purchased raw materials and finished goods from Rosy Blue Jewellery (HK) Ltd ("Rosy Blue J(HK)") amounting to HK\$3,545,000 (2013: HK\$2,913,000). At 31 August 2014, the amount due to Rosy Blue J(HK) by TSL M&D was HK\$1,364,000 (28 February 2014: Nil).

21. 重大關連人士交易

(a) 除已於本財務報表其他部分詳載之交易外，本集團於截至2014年8月31日止六個月內與其關連人士進行以下重大交易：

- (i) 本公司旗下一間附屬公司－謝瑞麟製造及分銷有限公司(「謝瑞麟製造及分銷」)從Rosy Blue Hong Kong Limited(「Rosy Blue HK」)購入相當於港幣126,223,000元(2013年：港幣138,223,000元)的原材料及製成品。於2014年8月31日，謝瑞麟製造及分銷應付Rosy Blue HK的款項為港幣92,207,000元(於2014年2月28日：港幣112,588,000元)。
- (ii) 謝瑞麟製造及分銷從Rosy Blue Jewellery (HK) Limited(「Rosy Blue J(HK)」)購入相當於港幣3,545,000元(2013年：港幣2,913,000元)的原材料及製成品。於2014年8月31日，謝瑞麟製造及分銷應付Rosy Blue J(HK)的款項為港幣1,364,000元(於2014年2月28日：無)。

21. Material Related Party Transactions (continued)

- (a) (iii) Guangzhou Jingshi Jewellery Company Limited ("GZ Jingshi"), a subsidiary of the Company, purchased raw materials and finished goods from Guangzhou Rosy Blue Jewellery Co Ltd ("Rosy Blue GZ") amounting to HK\$10,980,000 (2013: HK\$6,800,000). At 31 August 2014, the amount due to Rosy Blue GZ by GZ Jingshi was HK\$1,416,000 (28 February 2014: HK\$3,251,000).
- (iv) Excellent Ford Development Limited, a subsidiary of the Company, sold raw materials to Beijing Tse Sui Luen Jewellery Company Limited, a subsidiary of the Company and GZ Jingshi through Rosy Blue (Shanghai) Diamond Company Limited ("Rosy Blue SH"), an authorised diamond trading company in the PRC, amounting to HK\$85,169,000 (2013: HK\$51,200,000).

21. 重大關連人士交易(續)

- (a) (iii) 本公司旗下一間附屬公司 - 廣州精式珠寶首飾有限公司(「廣州精式」)從廣州藍玫瑰珠寶有限公司(「廣州藍玫瑰」)購入相當於港幣10,980,000元(2013年:港幣6,800,000元)的原材料及製成品。於2014年8月31日,廣州精式應付廣州藍玫瑰的款項為港幣1,416,000元(於2014年2月28日:港幣3,251,000元)。
- (iv) 本公司旗下一間附屬公司 - 福銳發展有限公司透過一間中國認可鑽石貿易公司 - 藍玫瑰(上海)鑽石有限公司(「藍玫瑰上海」)向本公司旗下一間附屬公司 - 北京謝瑞麟珠寶有限公司及廣州精式出售相當於港幣85,169,000元(2013:港幣51,200,000元)的原材料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

21. Material Related Party Transactions (continued)

- (a) (v) (i) Mr. Tse Tat Fung, Tommy ("Mr. Tommy Tse"), the spouse of Ms. Yau On Yee, Annie ("Ms. Annie Yau"), the Executive Director of the Company, was employed by a subsidiary of the Company as the Deputy Chief Executive Officer – Supplies; (ii) Mr. Tse Sui Luen ("Mr. Tse Senior"), the father of Mr. Tommy Tse and the father-in-law of Ms. Annie Yau, was employed by a subsidiary of the Company as the Founder. During the reporting period, remuneration of HK\$623,000 (2013: HK\$547,000) and HK\$712,000 (2013: HK\$684,000) were paid to Mr. Tommy Tse and Mr. Tse Senior respectively.
- (vi) Notional charge of equity-settled share option expense of HK\$318,000 (2013: HK\$367,000) and HK\$210,000 (2013: HK\$243,000) were accrued for share options granted to Mr. Tommy Tse and Mr. Tse Senior respectively.

21. 重大關連人士交易 (續)

- (a) (v) (i) 謝達峰先生被本公司旗下一間附屬公司聘任為副行政總裁 – 貨品供應，謝達峰先生為本公司執行董事邱安儀女士之配偶，(ii) 謝瑞麟先生被本公司旗下一間附屬公司聘任為創辦人，謝瑞麟先生為謝達峰先生之父親及邱安儀女士之家翁。於報告期內，本集團分別支付謝達峰先生港幣623,000元(2013年：港幣547,000元)及謝瑞麟先生港幣712,000元(2013年：港幣684,000元)的酬金。
- (vi) 就謝達峰先生及謝瑞麟先生授出購股權之已計提名義股權結算購股權費用分別為港幣318,000元(2013年：港幣367,000元)及港幣210,000元(2013年：港幣243,000元)。

21. Material Related Party Transactions (continued)

- (a) Rosy Blue HK, Rosy Blue J(HK), Rosy Blue GZ and Rosy Blue SH are subsidiaries of Prime Investments S.A., who was as a preference shareholder of Partner Logistics Limited (“Partner Logistics”). The control of the board of directors of Partner Logistics remains with Mr. Tommy Tse who is the ultimate controlling party and substantial shareholder of the Company. The transactions in respect of items (i) to (iv) and (vi) were not continuing connected transactions under Chapter 14A of the Listing Rules. In the opinion of the directors of the Company, the transactions were carried out on normal commercial terms and in the ordinary course of business.

The related party transactions in respect of item (v) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

21. 重大關連人士交易 (續)

- (a) Rosy Blue HK、Rosy Blue J(HK)、廣州藍玫瑰和藍玫瑰上海為 Partner Logistics Limited 的優先股股東及 Prime Investments S.A. 之附屬公司。Partner Logistics Limited 的董事會由謝達峰先生控制，彼為本公司最終控股人士以及是本公司主要股東。上述第 (i) 至 (iv) 和 (vi) 項交易根據上市規則第 14A 章並不構成一項持續關連交易。本公司董事認為，交易在日常業務過程中按正常商業條款進行。

上述項目 (v) 之關連人士交易構成上市規則第 14A 章所界定之持續關連交易。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

21. Material Related Party Transactions (continued)

(b) Compensation of key management personnel of the Group:

		Six months ended 31 August 截至8月31日止六個月	
		2014 2014年 HK\$'000港幣千元 (unaudited)(未經審核)	2013 2013年 HK\$'000港幣千元 (unaudited)(未經審核)
Short term employee benefits	短期僱員福利	5,052	4,767
Equity-settled share option expense	以股權結算之購股權費用	1,897	2,189
Post-employment benefits	僱用後福利	25	23
		6,974	6,979

21. 重大關連人士交易 (續)

(b) 本集團主要管理人員酬金：

22. Commitments

At 31 August 2014, the total capital commitments in respect of items of property, plant and equipment were as follows:

		At 31 August 2014 於2014年8月31日 HK\$'000港幣千元 (unaudited)(未經審核)	At 28 February 2014 於2014年2月28日 HK\$'000港幣千元 (audited)(經審核)
Contracted but not provided for	已簽約但未作撥備	10,822	-

22. 承擔

於2014年8月31日，就物業、廠房及設備項目的資本承擔如下：

23. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

23. 金融工具之公平價值及公平價值等級

除若干賬面值合理地與公平價值相若之財務工具外，本集團的財務工具之賬面值與其公平價值如下：

		Carrying amounts 賬面值		Fair values 公平價值	
		At 31 August 2014 於2014年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年 2月28日 HK\$'000 港幣千元 (audited) (經審核)	At 31 August 2014 於2014年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2014 於2014年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Financial liabilities	財務負債				
Gold loans	黃金租賃	28,299	-	28,299	-
Interest-bearing bank and other borrowings	計息銀行貸款及 其他貸款	527,235	564,231	527,235	564,231
Convertible bonds	可換股債券	297,960	290,889	296,159	288,640
Finance lease payables	應付融資租賃	2,770	2,368	2,770	2,368
		856,264	857,488	854,463	855,239

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

23. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

Fair value hierarchy:

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Liabilities measured at fair value:

23. 金融工具之公平價值及公平價值等級(續)

公平價值等級：

下表呈列本集團金融工具之公平價值計量等級：

按公平價值計量之負債：

As at 31 August 2014

於2014年8月31日

Fair value measurement using

採用中之公平價值計量

	Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (unaudited) (未經審核)	Total 合計 HK\$'000 港幣千元 (unaudited) (未經審核)
Financial liabilities				
Gold loans	28,299	-	-	28,299

23. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

Fair value hierarchy: (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

Liabilities for which fair values are disclosed:

23. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：

As at 31 August 2014

於2014年8月31日

Fair value measurement categorised into
公平價值計量分類

	Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (unaudited) (未經審核)	Total 合計 HK\$'000 港幣千元 (unaudited) (未經審核)
Financial liabilities				
Interest-bearing bank and other borrowings				
計息銀行貸款及 其他貸款	-	-	527,235	527,235
Convertible bonds	-	-	296,159	296,159
Finance lease payables	-	-	2,770	2,770
	-	-	826,164	826,164

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

23. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

Fair value hierarchy: (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

Liabilities for which fair values are disclosed: (continued)

23. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：(續)

As at 28 February 2014

於2014年2月28日

Fair value measurement categorised into
公平價值計量分類

	Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (Audited) (經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (Audited) (經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (Audited) (經審核)	Total 合計 HK\$'000 港幣千元 (Audited) (經審核)
Financial liabilities				
Interest-bearing bank and other borrowings			564,231	564,231
Convertible bonds			288,640	288,640
Finance lease payables			2,368	2,368
			855,239	855,239

23. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

During the period ended 31 August 2014, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial liabilities (28 February 2014: Nil).

Management has assessed that the fair values of cash and cash equivalents, the pledged time deposits, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to short term maturities of these instruments.

The Group's finance team headed by the Chief Financial Officer is responsible for determining the policies and procedures for their fair value measurement of financial instruments. The finance team reports directly to the Chief Financial Officer. At the end of each reporting period, the finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer. The valuation process and results are discussed with the audit committee every year for annual financial reporting.

23. 金融工具之公平價值及公平價值等級(續)

於截至2014年8月31日止期間，並無按公平價值計量之財務負債於級別1及級別2之間調動，及轉入或轉出級別3 (2014年2月28日：無)。

管理層已評定現金及現金等價物、已抵押定期存款、應收賬款、應付賬款、包含在預付款、按金及其他應收款之財務資產和包含在其他應付款及應計費用之財務負債之公平價值與其賬面值相若，主要由於該等工具將於短期內到期。

由本集團的首席財務總監帶領的財務團隊負責釐定金融工具之公平價值計量之政策和程序。財務團隊直接向首席財務總監彙報。在每次報告期末，財務團隊分析金融工具的價值變動和釐定估值採用的主要數據。估值是經首席財務總監之審閱和批准。估值過程和結果會每年在年度財務報告中與審核委員會討論。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

簡明綜合財務報表附註 (續)

23. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Group's own non-performance risk for non-current portion of finance lease payables as at 31 August 2014 was assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk. The fair value of gold loans is based on open market prices of gold.

24. Approval of Interim Financial Report

This interim financial report was approved by the board of directors on 31 October 2014.

23. 金融工具之公平價值及公平價值等級(續)

財務資產及負債之公平價值，除了強迫或清盤出售，乃以各方自願的當前交易中該工具可交換之金額入賬。估計公平價值時使用了以下方法及假設：

本集團於2014年8月31日就應付融資租賃的非流動部份面對之不履約風險被評估為非重大。可換股債券的負債部份之公平價值乃採用具有同等市場利率的類同可換股債券，同時考慮到本集團的不履約風險後折算其預計未來現金流量估算。黃金租賃之公平價值乃根據開放市場之價格釐定。

24. 本中期財務報告之批核

董事會於2014年10月31日，通過及批核本中期財務報告。

INTERIM DIVIDEND

The Board resolved to declare an interim dividend of 1.2 HK cents per ordinary share of the Company for the six months ended 31 August 2014 (2013: 2.2 HK cents per ordinary share) to shareholders whose names appear on the Register of Members of the Company on Friday, 21 November 2014. The interim dividend will be paid on Thursday, 27 November 2014.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Thursday, 20 November 2014 to Friday, 21 November 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 19 November 2014.

中期股息

董事會決議宣佈派發截至2014年8月31日止六個月之中期股息每股普通股港幣1.2仙(2013年：每股普通股港幣2.2仙)予於2014年11月21日(星期五)名列於本公司股東名冊之股東。中期股息將於2014年11月27日(星期四)派發。

暫停辦理股份過戶登記手續

由2014年11月20日(星期四)至2014年11月21日(星期五)，首尾兩天包括在內，本公司將暫停辦理股份過戶登記手續。如欲合符資格獲派中期股息，股東須於2014年11月19日(星期三)下午四時三十分(香港時間)前將過戶文件連同相關股票送回本公司股份過戶登記分處卓佳秘書商務有限公司辦理登記手續，地址為香港皇后大道東183號合和中心22樓。

BUSINESS REVIEW AND PROSPECTS

Financial Results

For the first half of the 2014/2015 financial year (“the First Half”), the Group’s sales turnover decreased by 14.6% from HK\$2,129 million to HK\$1,818 million. This decline in sales for the First Half was mainly attributable to a large year-on-year drop in the sales of 24-karat gold products by the Group in Hong Kong due to the absence this year of the “gold rush effect” which had the effect of substantially boosting the Group’s sales in the first half of last year. In addition, the Group experienced generally weaker demand from mainland tourists visiting Hong Kong during the period. Because of the reduction in the sales of 24-karat gold products and the cautious monitoring of gross margins by the Group, its overall consolidated gross margin improved from 43.1% to 46.3%. Profit attributable to owners of the Company declined by 45.7% from HK\$47.6 million to HK\$25.8 million. Earnings per share was 12.3 HK cents (2013: 22.6 HK cents per share).

Review and Outlook

The sudden drop in gold price in April last year resulted in a gold rush. As a result, the sales turnover of gold dropped by 46% this year. There was weakened consumption spending of the tourists from Mainland China. The demand for higher-priced gifting items has been gradually compensated by the growth of sales for self-consumption items. As a result, the sales in Hong Kong and Macau for the period under review decreased by 24% and accounted for 61.8% turnover of the Group.

業務回顧及前景

財務業績

本集團於2014/2015財政年度上半年(「上半年」)之銷售營業額由港幣2,129,000,000元減少14.6%至港幣1,818,000,000元。上半年銷售下滑，主要由於本年度並無出現去年上半年推高本集團銷售之「搶金熱潮」，以致本集團於香港之足金首飾產品銷售按年錄得重大跌幅。此外，本集團於期內亦經歷中國旅客來港消費之需求普遍疲弱。由於足金首飾產品銷量減少，加上本集團審慎監控毛利率，本集團整體綜合毛利率由43.1%提升至46.3%。本公司擁有人應佔盈利由港幣47,600,000元減少45.7%至港幣25,800,000元。每股盈利為港幣12.3仙(2013年：每股港幣22.6仙)。

回顧及前景

去年4月，金價急挫掀起搶金熱潮。因此，本年度之黃金銷售營業額下跌46%。中國旅客消費力疲弱，名貴禮品之需求已逐漸由自用消費產品之銷售增長所取代。因此，於回顧期內，香港及澳門的銷售減少24%，佔本集團營業額之61.8%。

Review and Outlook (continued)

During the First Half, the Group (i) opened two new stores in Hong Kong — one in Golden Plaza in Mong Kok and the other in Castle Peak Road in Yuen Long and (ii) closed two stores following the expiry of their respective leases. While another store will be closed towards the end of this financial year, the Group will open a further two new stores — one in the Grand Century Place under the new shopping mall name of “Moko” at Mong Kok East Rail Station and the other at Causeway Bay. We will keep reviewing and strengthening our store network in Hong Kong to better serve our customers.

The Group’s Mainland China business grew by 6.7% during the First Half and accounted for 36.9% of the Group’s overall turnover. Focus has been given to the development of products for the end-user market following a decline in the gifting market and to the strengthening of middle management. The store network has been reviewed and certain under-performing stores have now been consolidated. The number of self-operated stores was 165 as at 31 August 2014. Six new stores were opened under the Group’s new franchising model during the First Half bringing the total number of franchised stores to 9 as at 31 August 2014. The Group will continue to look for more local business partners to facilitate a more rapid growth of the Group’s sales network in Mainland China going forward.

The Group launched its e-business platform in “T-Mall” in June 2014 as scheduled and further extended this platform to “JD.com” in August. Later this year we will be extending this platform to include the television sales channel of “HKTV Mall” operated by Hong Kong Television Network Limited. More new channels will be explored as they become available in order to complement our existing e-business platforms and the Group’s brand.

回顧及前景 (續)

於上半年，本集團(i)於香港開設兩間新店舖，一間位於旺角金都商場，而另一間位於元朗青山公路，及(ii)兩間店舖於各自租賃期滿後結束。儘管本財政年度完結前將會結束另一間店舖，但本集團將進一步開設兩間新店舖，一間位於旺角東鐵站的新世紀廣場(商場英文名稱將名為「Moko」)，而另一間位於銅鑼灣。我們將繼續檢討並加強香港店舖網絡，為客戶提供更佳服務。

於上半年，本集團之中國內地業務增長6.7%，佔本集團整體營業額之36.9%。因禮品市場萎縮，我們專注開發針對個人自用市場之產品，及加強中層管理團隊。本集團已檢視有關店舖網絡，現時已將若干表現不佳之店舖整合。於2014年8月31日，自營店舖之數目為165間。於上半年期間，六間新店舖按本集團之新加盟模式開設。於2014年8月31日，加盟店之總數已增加至9間。本集團將繼續物色更多地方業務夥伴，以推動本集團於中國內地之銷售網絡加快增長。

本集團於2014年6月按計劃在「天貓」推出電子商貿平台並於8月進一步將此平台擴大至「京東」。於本年度較後時間，我們會將商貿平台擴大以涵蓋由香港電視網絡有限公司運作的「HKTV Mall」電視銷售渠道。本集團將發掘更多可用之新途徑，務求與我們現有的電子商務平台及集團品牌相輔相成。

BUSINESS REVIEW AND PROSPECTS (continued)

Review and Outlook (continued)

The Group collaborated with the Malaysian artist Red Hong Yi, to develop a series of contemporary jewellery installation art pieces which showcased our exquisite craftsmanship perfectly blended with her works. This 2014 New Jewellery Collection Preview - (2014「光影 匠心」珠寶藝術展) was held in Beijing in June 2014 and exemplified our “Trend-setting Craftsmanship「非凡工藝 潮流演繹」” brand positioning. Guests attending the exhibition were further impressed by the Group’s passion for excellence which was demonstrated by the live viewing of our jewellery specialists working on new grand piece jewellery collections and their high quality craftsmanship.

While the ongoing slow-down in the world and Mainland China economies and political reform debate in Hong Kong have all resulted in significant uncertainty for the business environment going forward, the Group believes that these are cyclical and transient fluctuations respectively and that the demand for high quality jewellery is strongly supported by the growing affluence of Mainland China consumers. The Group continues to take a prudent yet progressive approach to investing in and enhancing its brand, product offerings, store network and human resources in order to further strengthen its core competences to meet the challenges ahead and to reap the business opportunities as and when they arise.

業務回顧及前景 (續)

回顧及前景 (續)

本集團與來自馬來西亞的藝術家康怡攜手合作，打造一系列現代珠寶裝置藝術畫，將本集團之非凡工藝完美展現於其藝術作品中。這2014「光影 匠心」珠寶藝術展於2014年6月在北京舉行，突顯本集團「非凡工藝 潮流演繹」之品牌定位。出席藝術展之嘉賓更能現場一睹珠寶工藝師演繹華麗優雅的珠寶新系列及他們的精細珠寶工藝，加深他們對本集團追求卓越之印象。

全球及中國內地經濟增長放緩，加上香港社會對政改議題爭論不休，均為日後營商環境帶來重大不明朗因素，儘管如此，本集團認為這些影響屬週期性及短暫性波動，且優質珠寶之需求仍受日益富裕之中國內地消費者所支持。本集團將繼續按部就班地採取審慎措施，投資及提升其品牌、優化產品種類、店鋪網絡及人力資源，以進一步加強核心競爭力，應付未來挑戰，把握適時出現之商機。

Finance

Capital expenditure totaled approximately HK\$26.5 million during the First Half and was mainly in respect to store renovations and expansion. This was largely funded by internal resources and borrowings.

As at 31 August 2014, the Group's total borrowings decreased slightly to HK\$856.3 million from HK\$857.5 million as at 28 February 2014. The Group's cash and bank balances were HK\$218 million as of 31 August 2014 while undrawn banking facilities were HK\$72.5 million. HK\$57.1 million of deposits were pledged to secure loans for gold hedging and for cross-boarder treasury arrangements. The Group's net borrowings decreased from HK\$715 million to HK\$638 million and its debt-to-equity ratio (ratio of total interest-bearing liabilities less cash to total equity) decreased from 67% to 59%.

Charge on Group Assets

- (a) On 6 November 2013, certain fixed properties (i.e. land and buildings with aggregate carrying value at the end of the reporting period of HK\$50,557,000) in Hong Kong were mortgaged to its bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the bank.

財務

於上半年內，主要由於店舖翻新及擴充之資本開支合共約港幣26,500,000元，大部分透過內部資源及借貸撥資。

截至2014年8月31日，本集團之借貸總額由截至2014年2月28日之港幣857,500,000元略為減少至港幣856,300,000元。於2014年8月31日，本集團之現金及銀行結餘為港幣218,000,000元，而未動用之銀行融資額為港幣72,500,000元。港幣57,100,000元之存款已抵押作為黃金對沖及跨境財務安排之擔保。本集團之借貸淨額由港幣715,000,000元減少至港幣638,000,000元，而其負債比率（即計息負債總額減現金與權益總額之比率）由67%跌至59%。

集團資產抵押

- (a) 於2013年11月6日，本集團以第一法定押記的方式將若干在香港的固定物業（即報告期末總賬面值港幣50,557,000元之土地及樓宇）質押予其往來銀行，以作為（其中包括）本集團不時結欠該往來銀行之所有實際或有負債及債務之抵押品。

BUSINESS REVIEW AND PROSPECTS (continued)

Charge on Group Assets (continued)

- (b) On 19 December 2013, certain other fixed properties (i.e. land and buildings with aggregate carrying value at the end of the reporting period of HK\$5,842,000) in Hong Kong were mortgaged to another bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (c) As at 31 August 2014, time deposits denominated in Renminbi ("RMB") and equivalent to HK\$31,747,000 (at 28 February 2014: Nil) have been pledged to secure several gold loan contracts for gold hedging purposes. The pledged time deposits will be released upon completion of the gold loan contracts.
- (d) As at 31 August 2014, time deposits denominated in RMB and equivalent to HK\$25,317,000 (at 28 February 2014: Nil) have been pledged to secure a standby letter of credit to a bank of a subsidiary for a cross boarder treasury arrangement. This pledged time deposit will be released upon the release of the standby letter of credit issued.
- (e) As at 28 February 2014, time deposit denominated in RMB and equivalent to HK\$1,595,000 has been pledged to secure a short-term bank loan to a subsidiary in the PRC. This pledged time deposit was released during the First Half following settlement of the relevant bank borrowings.

業務回顧及前景 (續)

集團資產抵押 (續)

- (b) 於2013年12月19日，本集團以第一法定押記的方式將若干在香港的其他固定物業(即報告期末總賬面值港幣5,842,000元之土地及樓宇)質押予另一往來銀行，以作為(其中包括)本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。
- (c) 於2014年8月31日，以人民幣作為單位及相當於港幣31,747,000元(於2014年2月28日：無)之定期存款已作抵押，以取得若干黃金租賃合約予對沖之用。本已抵押之定期存款將於相關黃金租賃合約完成後解除。
- (d) 於2014年8月31日，以人民幣作為單位及相當於港幣25,317,000元(於2014年2月28日：無)之定期存款已作抵押，以取得銀行發出備用信用狀予一間附屬公司的往來銀行作跨境財務安排之用。本已抵押之定期存款將於相關備用信用狀完成後解除。
- (e) 於2014年2月28日，以人民幣作為單位及相當於港幣1,595,000元之定期存款已作抵押，以取得短期銀行貸款予在中國內地的一間附屬公司。相關銀行貸款已於上半年內償還，故已抵押之定期存款亦已解除。

Employees

As at 31 August 2014, the total number of employees of the Group was approximately 3,440 (28 February 2014: 3,500). The change was mainly due to normal staff turnover and delayed recruitment in light of the uncertain business environment.

Notwithstanding the foregoing, human resources policies, capital structure, financial policies, exposure to foreign exchange rates, capital expenditure planning, contingent liabilities and charges on Group's assets did not differ materially during the period under review from the information presented in the last annual report.

僱員

於2014年8月31日，本集團共聘用約3,440名僱員（2014年2月28日：3,500名）。人數變動主要是由於正常員工流動及因營商環境不明朗而延遲招聘所致。

除上述者外，於回顧期內，有關人力資源政策、資本結構、財務政策、外幣匯率風險、資本開支計劃、或有負債及本集團資產抵押等方面，均與上一份年報所披露資料無重大差異。

OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 August 2014, the interests and short positions of the directors (the "Directors") and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

其他資料

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉

於2014年8月31日，本公司董事（「董事」）及最高行政人員及／或彼等各自之任何聯繫人士擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據以上條例有關條文已接受或被設定已接受的權益及淡倉）的本公司及其任何聯營公司（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉，或須根據以上條例第352條登記於由本公司存置之登記冊，或須根據上市公司發行人進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的本公司及其任何聯營公司（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉如下：

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

(i) Interests and long positions in issued shares of the Company

(i) 於本公司的已發行股份之權益及好倉

		Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股						
Name of Director	Personal interest	Family interest	Corporate interest	Derivative interest (share options) 衍生工具權益 (購股權)	Short interest	Other interest	Approximate percentage of total issued share capital* 佔已發行股本總數 概約百分比*	
董事姓名	個人權益	家族權益	公司權益		淡倉	其他權益		
(i) Yau On Yee, Annie 邱安儀	100,000	152,964,917 (Note 附註1)	-	2,420,000 (Note 附註2)	-	-	73.92%	
(ii) Erwin Steve Huang 黃岳永	100,000	-	-	2,000,000	-	-	1.00%	
(iii) Lai Tsz Mo, Lawrence 黎子武	200,000	-	-	2,000,000	-	-	1.05%	

* The percentage was calculated based on 210,336,221 ordinary shares in issue as at 31 August 2014.

* 百分比是按於2014年8月31日已發行210,336,221股普通股計算。

OTHER INFORMATION (continued)

其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉 (續)

Notes:

附註:

1. 152,960,917 ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an Executive Director of the Company. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Partner Logistics Limited.

1. 152,960,917股普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生(為本公司執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，邱安儀女士被視作持有由Partner Logistics Limited持有之所有股份之權益。

4,000 ordinary shares were bought in the Stock Exchange by Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Mr. Tse Tat Fung, Tommy.

4,000股普通股由謝達峰先生於聯交所購買。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有之所有購股權之權益。

2. 1,210,000 share options were granted to Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy on 1 March 2013 respectively. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the share options which granted to Mr. Tse Tat Fung, Tommy.

2. 於2013年3月1日，1,210,000股購股權分別授予邱安儀女士及謝達峰先生。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有之所有購股權之權益。

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉 (續)

(ii) Interests in underlying shares of the Company

As at 31 August 2014, the Directors had interests in option to subscribe for shares of the Company as follows:

(ii) 於本公司相關股份的權益

於2014年8月31日，本公司董事持有可認購本公司股份的購股權權益如下：

Name of Director	Date of Grant (dd/mm/yyyy)	Number of share options 購股權的數目				Outstanding as at 31 August 2014 於2014年 8月31日 結餘	Exercise price	Vesting/ Exercise Period (dd/mm/yyyy)
		Total as at 28 February 2014 於2014年 2月28日 總數	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效			
Yau On Yee, Annie 邱安儀	01/03/2013	1,210,000	-	-	-	1,210,000	HK\$港幣4.13 (Note 附註)	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020
Erwin Steve Huang 黃岳永	- ditto 同上 -	2,000,000	-	-	-	2,000,000	- ditto 同上 -	- ditto 同上 -
Lai Tsz Mo, Lawrence 黎子武	- ditto 同上 -	2,000,000	-	-	-	2,000,000	- ditto 同上 -	- ditto 同上 -

Note:

The closing price of the Company's shares traded on the Stock Exchange on 1 March 2013 was HK\$4.13, being the date on which the relevant options were offered for grant.

附註：

本公司股份於2013年3月1日(即有關購股權之要約授予日期)在聯交所錄得之收市價為港幣4.13元。

OTHER INFORMATION (continued)

其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉 (續)

Other than as disclosed above, as at 31 August 2014, none of the Directors, chief executive and their respective associates of the Company, had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), to be notified to the Company or the Stock Exchange.

除上文所披露者外，於2014年8月31日，並無董事、本公司的最高行政人員及彼等之聯繫人士擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債權證之權益或淡倉(包括根據證券及期貨條例有關條文任何董事或最高行政人員所擁有或被視作擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入本公司存置的登記冊，或根據聯交所證券上市規則(「上市規則」)內所載之標準守則須知會本公司及聯交所之權益及淡倉。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 August 2014, the interests, all being long positions, of any substantial shareholders or other persons (not being Directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉

於2014年8月31日，任何主要股東或其他人士（並非本公司的董事或最高行政人員）在本公司股份及／或相關股份中擁有已根據證券及期貨條例第XV部第2及3分部的規定向本公司作出披露，及已根據證券及期貨條例第336條須記入本公司備存的登記冊內的權益（均為好倉）如下：

Ordinary shares of HK\$0.25 each
每股面值港幣0.25元的普通股

Name	Capacity	Number of share options	Number of ordinary shares	Approximate percentage of total issued share capital*
名稱	身份	購股權數目	普通股股份數目	佔已發行股本總數概約百分比*
(i) Partner Logistics Limited (Note 附註 1)	Beneficial owner	-	152,960,917	72.72%
(ii) Blink Technology Limited (Note 附註 1)	Interest of controlled corporation	-	152,960,917	72.72%
(iii) Tse Tat Fung, Tommy (Note 附註 1)	Interest of controlled corporation	-	152,960,917	72.72%
謝達峰	受控制公司權益			
	Interest of Spouse	1,210,000	100,000	0.62%
	配偶權益			
	Beneficial owner	1,210,000	4,000	0.58%
	實益擁有人			
(iv) Prime Investments S.A. (Note 附註 2)	Interest of controlled corporation	-	152,960,917	72.72%
	受控制公司權益			
(v) Rosy Blue Investments S.à.r.l. (Note 附註 2)	Interest of controlled corporation	-	152,960,917	72.72%
	受控制公司權益			
(vi) Asiya Trust Co. Pte. Limited (Note 附註 2)	Interest of controlled corporation	-	152,960,917	72.72%
	受控制公司權益			
(vii) Viraj Russell Mehta (Note 附註 2)	Interest of controlled corporation	-	152,960,917	72.72%
	受控制公司權益			
(viii) CDH King Limited (Notes 附註 3 & 4)	Beneficial owner	-	39,062,500	18.57%
	實益擁有人			
(ix) CDH Fund IV, L.P. (Note 附註 4)	Interest of controlled corporation	-	39,062,500	18.57%
	受控制公司權益			
(x) CDH IV Holdings Company Limited (Note 附註 4)	Interest of controlled corporation	-	39,062,500	18.57%
	受控制公司權益			
(xi) China Diamond Holdings IV, L.P. (Note 附註 4)	Interest of controlled corporation	-	39,062,500	18.57%
	受控制公司權益			
(xii) China Diamond Holdings Company Limited (Note 附註 4)	Interest of controlled corporation	-	39,062,500	18.57%
	受控制公司權益			

* The percentage was calculated based on 210,336,221 ordinary shares in issue as at 31 August 2014.

* 百分比是按於2014年8月31日已發行210,336,221股普通股計算。

OTHER INFORMATION (continued)

其他資料 (續)

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉 (續)

Notes:

附註：

1. 152,960,917 ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. You On Yee, Annie, an Executive Director of the Company. By virtue of the SFO, Blink Technology Limited, Ms. You On Yee, Annie (her deemed interest is disclosed under the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company") and Mr. Tse Tat Fung, Tommy are deemed to be interested in all the shares held by Partner Logistics Limited.

1. 152,960,917股普通股由Partner Logistics Limited持有，該公司由謝達峰先生(為本公司執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，Blink Technology Limited、邱安儀女士(彼被視作持有股份之權益之詳情載於「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」部份內)及謝達峰先生被視作持有由Partner Logistics Limited持有之所有股份之權益。

100,000 ordinary shares are held by Ms. You On Yee, Annie resulting from the exercise of share options on 10 July 2009. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares held by Ms. You On Yee, Annie.

100,000股普通股(於2009年7月10日行使購股權而產生)由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之所有股份之權益。

1,210,000 share options are held by Ms. You On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the share options held by Ms. You On Yee, Annie.

1,210,000股購股權由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之所有購股權之權益。

Another 1,210,000 share options are held by Mr. Tse Tat Fung, Tommy and the 4,000 ordinary shares were bought by him in the Stock Exchange.

另外1,210,000股購股權由謝達峰先生持有及另4,000股普通股由彼於聯交所購買。

2. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Prime Investments S.A. is the preference shareholder of Partner Logistics Limited. Prime Investments S.A. is owned as to 99.83% by Rosy Blue Investments S.à.r.l., which in turn is wholly owned by Asiya Trust Co. Pte. Limited, which in turn is wholly and beneficially owned by Mr. Viraj Russell Mehta. By virtue of the SFO, each of Prime Investments S.A., Rosy Blue Investments S.à.r.l., Asiya Trust Co. Pte. Limited and Mr. Viraj Russell Mehta, is deemed to be interested in all the shares held by Partner Logistics Limited.

2. 此等普通股由Partner Logistics Limited持有，該公司由Blink Technology Limited擁有及控制。Prime Investments S.A.為Partner Logistics Limited的優先股股東，並由Asiya Trust Co. Pte. Limited全資擁有的Rosy Blue Investments S.à.r.l.擁有99.83%，而Asiya Trust Co. Pte. Limited由Viraj Russell Mehta先生全資及實益擁有。根據證券及期貨條例，Prime Investments S.A.、Rosy Blue Investments S.à.r.l.、Asiya Trust Co. Pte. Limited及Viraj Russell Mehta先生均被視作持有由Partner Logistics Limited持有之所有股份之權益。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

3. Pursuant to the subscription agreement dated 31 March 2012 (the "Subscription Agreement") entered into between the Company and CDH King Limited ("CDH"), the Company has issued to CDH, a principal amount of HK\$250,000,000 five-year term convertible bonds (the "Tranche 1 Bonds") on 20 April 2012 under which CDH would convert the Tranche 1 Bonds into 39,062,500 ordinary shares of the Company with an initial conversion price at HK\$6.40 per share during the conversion period.

Subject to the full conversion of the Tranche 1 Bonds, the shareholding percentage of CDH in the enlarged share capital of the Company would become 15.66% and of parties (i) to (vii) would change from 72.72% to 61.33%. Details of which are set out in the Company's announcement dated 31 March 2012 and note 17 to the financial statements of this interim report.

Under the Subscription Agreement, the Company had an option to elect to issue to CDH and CDH had conditionally agreed to subscribe for Tranche 2 bonds convertible into shares of the Company in an aggregate principal amount of HK\$200,000,000 (the "Tranche 2 Bonds"). CDH has filed a disclosure form to the Company on 19 December 2013 to notify its ceased interests in the Tranche 2 Bonds in an aggregate amount of HK\$200,000,000, and therefore its interest in the share capital of the Company was decreased from 32.80% to 18.57%.

4. CDH is wholly-owned by CDH Fund IV, L.P., which in turn is owned as to 0.07% by CDH IV Holdings Company Limited, which in turn is owned as to 80% by China Diamond Holdings IV, L.P., which in turn is owned as to 1% by China Diamond Holdings Company Limited.

Other than as disclosed above, as at 31 August 2014, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉 (續)

3. 根據本公司與CDH King Limited (「CDH」)於2012年3月31日訂立之認購協議(「認購協議」)，本公司於2012年4月20日發行本金金額為港幣250,000,000元五年期之可換股債券予CDH (「第一批債券」)，據此CDH可以初步換股價每股港幣6.40元於轉換期內將第一批債券轉換成39,062,500股本公司普通股。

待悉數轉換第一批債券條件發生後，CDH於經擴大本公司股本之持股比例為15.66%，而相關(i)至(vii)所列人士的持股比例則從72.72%下降為61.33%。詳情載於本公司日期為2012年3月31日之公告及本中期報告之財務報表附註17。

按認購協議，本公司有一份選擇權選擇發行予CDH及CDH能有條件地同意認購第二批總本金額為港幣200,000,000元的可轉換成本公司股份的債券(「第二批債券」)。CDH已於2013年12月19日遞交予本公司一份其不再持有總值港幣200,000,000元第二批債券權益之披露通知：因此，其於本公司股本之權益比例由32.80%下降至18.57%。

4. CDH由CDH Fund IV, L.P.全資擁有及控制，而CDH Fund IV, L.P.由CDH IV Holdings Company Limited擁有0.07%，而CDH IV Holdings Company Limited由China Diamond Holdings IV, L.P.擁有80%，而China Diamond Holdings IV, L.P.由China Diamond Holdings Company Limited擁有1%。

除上文所披露者外，於2014年8月31日，本公司並無獲告知有任何人士擁有本公司股份及／或相關股份之權益或淡倉而須根據證券及期貨條例第336條備存於本公司的登記冊內。

OTHER INFORMATION (continued)

其他資料 (續)

Changes of Directors' Information pursuant to Rule 13.51B(1) of the Listing Rules

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes of information on the Directors are as follows:

1. The remuneration packages of the following Directors have been revised by the Remuneration Committee of the Company in consideration of their responsibilities and market rates:
 - the monthly remuneration of Ms. Yau On Yee, Annie, an Executive Director, the Chairman and the Chief Executive Officer of the Company, has remained unchanged but her entitled benefit has been enhanced with an additional cost of HK\$137,500 for the first six months ended 31 August 2014.
 - the monthly remuneration of Mr. Lai Tsz Mo, Lawrence, an Executive Director, Chief Financial Officer and Company Secretary of the Company, has been revised to HK\$135,900.
2. Mr. Chan Yue Kwong, Michael, an Independent Non-executive Director of the Company, has been appointed as a member of Sustainability Advisory Committee of The Link Real Estate Investment Trust (Stock Code: 0823) with effect from 1 January 2014.

根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，董事資料變動如下：

1. 本公司薪酬委員會已考慮以下董事之職責及市場水平，對其薪酬方案作出調整：
 - 本公司執行董事、主席及行政總裁邱安儀女士之每月酬金維持不變，惟截至2014年8月31日止首六個月，彼獲取之福利提升，額外成本增加為港幣137,500元。
 - 本公司執行董事、首席財務總監及公司秘書黎子武先生之每月酬金調整至港幣135,900元。
2. 本公司獨立非執行董事陳裕光先生於2014年1月1日起，被委任為領匯房地產投資信託基金(股份代號：0823)之可持續發展諮詢委員會成員。

Share Option Scheme

The Company's share option scheme was adopted by the shareholders of the Company on 26 November 2003 ("2003 Share Option Scheme"). The purpose of the 2003 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest ("Invested Entity").

Under the 2003 Share Option Scheme, the directors of the Company are authorised, at their discretion, at any time following the date of the adoption of the 2003 Share Option Scheme but before the tenth anniversary of that date, to offer options to any person belonging to any of the following classes of participants to subscribe for shares of the Company:

- any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- any supplier of goods or services to any member of the Group or any Invested Entity;
- any customer of the Group or any Invested Entity;

購股權計劃

本公司之購股權計劃於2003年11月26日由本公司股東採納(「2003年購股權計劃」)。2003年購股權計劃的目的是為了獎勵或獎償計劃項下的參與者對本集團的貢獻及／或為讓本集團得以招攬及挽留優秀僱員，以及為本集團持有股權的實體(「被投資實體」)吸納寶貴人才。

根據2003年購股權計劃，本公司董事獲授權可酌情於採納2003年購股權計劃之日後但該日期之第十週年前之任何時間，向屬於下列任何參與者類別的人士要約可供認購本公司股份的購股權：

- 本公司、其任何附屬公司或任何被投資實體的任何僱員(不論是全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事)；
- 本公司、其任何附屬公司或任何被投資實體的任何非執行董事(包括獨立非執行董事)；
- 本集團任何成員公司或任何被投資實體的任何貨物或服務供應商；
- 本集團或任何被投資實體的任何客戶；

OTHER INFORMATION (continued)

其他資料 (續)

Share Option Scheme (continued)

- any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; and
- any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of offer of the grant and the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of offer of the grant. An offer of an option shall be deemed to have been accepted within 28 days from the date of offer upon acceptance of the option duly signed by the grantee together with a remittance of HK\$1. The maximum number of securities available for issue under the 2003 Share Option Scheme shall not exceed 10% of the issued share capital of the Company. The maximum entitlement of each grantee in any 12-month period is limited to 1% of the ordinary shares in issue of the Company. The option period will not be more than ten years from the date of grant of the option and the Board may at its discretion determine the minimum period for which the option has to be held or other restriction before the exercise of the subscription right attaching thereon.

The 2003 Share Option Scheme was expired on 25 November 2013.

購股權計劃(續)

- 向本集團或任何被投資實體提供研究、開發或技術支援或其他服務的任何人或實體；及
- 本集團或任何被投資實體的任何股東或任何成員公司，或本集團任何成員公司或任何被投資實體的任何已發行證券的持有人。

購股權的行使價為股份的票面值、股份於購股權要約授予日期在聯交所錄得的收市價及股份於截至購股權要約授予日期前五個營業日在聯交所錄得的平均收市價三者中的最高數額。在授予購股權起計28日內，當附有港幣1元匯款的承受人正式簽署的購股權接納函件已收取，則視作購股權已被接納。根據2003年購股權計劃可授出之購股權所涉及之股份總數，最多不得超過本公司已發行股本之10%。每名承受人的購股限制為在任何十二個月期間限於本公司已發行普通股的1%。購股權的有效年期由授出購股權當日起計不得超逾十年。董事會可酌情決定參與者在行使購股權所附認購權前必須持有購股權的最短期限或其他限制。

2003年購股權計劃已於2013年11月25日屆滿。

Share Option Scheme (continued)

On 1 March 2013, the number of ordinary shares issuable under options granted to certain employees of the Group (three of them being the Directors) and other participants pursuant to the 2003 Share Option Scheme was 15,850,000 (represented approximately 7.54% of the then issued share capital of the Company). During the year ended 28 February 2014, 590,000 options were lapsed due to resignation of certain employees. The movements in the number of share options under the 2003 Share Option Scheme during the six months ended 31 August 2014 were as follows:

購股權計劃(續)

於2013年3月1日，根據2003年購股權計劃授出予若干本集團僱員(其中三名為董事)及其他參與人士之購股權可發行之股份數目為15,850,000股普通股(佔本公司當時已發行股本約7.54%)。由於若干員工於2014年2月28日止年度離職，故590,000份購股權已失效。於截至2014年8月31日止六個月內，2003年購股權計劃所涉購股權數目之變動如下：

Name or category of participant	Date of grant (dd/mm/yyyy)	Number of share options 購股權數目				Outstanding as at 31 August 2014 於2014年 8月31日 結餘	Exercise price	Vesting/ exercise period (dd/mm/yyyy)
		Total as at 28 February 2014 於2014年 2月28日 總數	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效			
Employees 僱員								
In aggregate (合計)	01/03/2013	14,300,000	-	-	-	14,300,000	HK\$港幣4.13 (Note 附註)	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020
Sub-total 小計		14,300,000	-	-	-	14,300,000		
Service providers 服務供應商								
In aggregate (合計)	01/03/2013	960,000	-	-	-	960,000	HK\$港幣4.13 (Note 附註)	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020
Sub-total 小計		960,000				960,000		
Total 總數		15,260,000	-	-	-	15,260,000		

Note:

The closing price of the Company's shares traded on the Stock Exchange on 1 March 2013 was HK\$4.13, being the date on which the relevant options were offered for grant.

附註：

本公司股份於2013年3月1日(即有關購股權之要約日期)在聯交所錄得之收市價為港幣4.13元。

OTHER INFORMATION (continued)

其他資料 (續)

Share Option Scheme (continued)

Details of share options granted to the Directors and the relevant movement(s) during the six months ended 31 August 2014 are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" in this interim report.

Except as disclosed above, no share option were granted, exercised, cancelled or lapsed during the six months ended 31 August 2014.

Details of the grant of options have been disclosed in the Company's announcement dated 1 March 2013 and note 19 to the financial statements in accordance with the Listing Rules.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 31 August 2014.

購股權計劃(續)

於截至2014年8月31日止六個月內授予董事購股權的詳細資料及相關變動載列於本中期報告「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」部份。

除上文所披露者外，於截至2014年8月31日止六個月內，並無購股權獲授出、行使、註銷或失效。

授出購股權之詳情，本公司已按上市規則規定於2013年3月1日之公告及本中期財務報表附註19披露。

購買、出售或贖回本公司的上市證券

於截至2014年8月31日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

Corporate Governance

Compliance with the Corporate Governance Code of the Listing Rules

The Company is committed to the establishment of good governance practices and procedures. During six months ended 31 August 2014, the Company has applied the principles and complied with all of the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules, except for the deviation of code provision A.2.1 of the CG Code as expressly below.

Code provision A.2.1

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and clearly established and set out in writing. During the period ended 31 August 2014, the roles of the Chairman and the Chief Executive Officer of the Company were performed by Ms. Yau On Yee, Annie. The Board considered that the current management structure had operated efficiently. According to the Company's practice, all major strategic decisions are taken by the Board, or relevant committee of the Board, as duly constituted.

企業管治

遵守上市規則之企業管治守則

本公司致力制定良好企業管治常規及程序。於截至2014年8月31日止六個月，除偏離以下所披露守則條文A.2.1外，本公司一直應用上市規則附錄14所載《企業管治守則》（「企業管治守則」）之原則及遵守全部守則條文。

守則條文A.2.1

企業管治守則之守則條文A.2.1規定主席與行政總裁的角色應有區分，應清楚界定並以書面列載。於截至2014年8月31日止六個月內，主席與行政總裁的角色均由邱安儀女士擔任。董事會認為現時管理層架構有效地運作。惟本公司之實務規定所有主要決策乃由董事會或正式組成之董事會相關委員會作出。

OTHER INFORMATION (continued)

其他資料 (續)

Audit Committee

The Audit Committee of the Company comprises of four Independent Non-executive Directors of the Company, namely, Mr. Chui Chi Yun, Robert, Mr. Heng Ching Kuen, Franklin, Mr. Chan Yue Kwong, Michael and Mr. Chow Chee Wai, Christopher. Its terms of reference are in compliance with the provisions set out in the CG Code.

The Audit Committee of the Company has reviewed the Company's unaudited consolidated financial statements and interim report for the six months ended 31 August 2014, including the accounting principles and practices adopted by the Group, and discussed with management regarding auditing, internal control and financial reporting matters.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Specific enquiry has been made with all Directors and the Directors have confirmed compliance with the required standard set out in the Model Code during the six months ended 31 August 2014.

By Order of the Board
Yau On Yee, Annie
Chairman

Hong Kong, 31 October 2014

審核委員會

本公司審核委員會由本公司四名獨立非執行董事崔志仁先生、幸正權先生、陳裕光先生及周治偉先生組成，其職權範圍符合管治守則所載條文。

本公司審核委員會已審閱本公司截至2014年8月31日止六個月的未經審核綜合財務報表及中期報告，包括本集團採納的會計原則及準則，並與管理層討論有關審核、內部監控及財務報告等事宜。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十之標準守則，作為本公司有關董事進行證券交易之操守準則。本公司已向全體董事作出特定查詢，各董事均確認彼等於截至2014年8月31日止六個月內遵守載列於標準守則所規定之標準。

承董事會命
主席
邱安儀

香港，2014年10月31日

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