O Luxe Holdings Limited

奧立仕控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0860)

2015

ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors
Mr. Zhang Jinbing *(Chairman)*
Mr. Wong Chi Ming, Jeffry *(Chief Executive Officer)*
Mr. Yu Fei, Philip

Non-Executive Director
Mr. Xiao Gang

Independent Non-Executive Directors
Dr. Li Yifei
Dr. Zhu Zhengfu
Mr. Tam Ping Kuen, Daniel

AUDIT COMMITTEE
Mr. Tam Ping Kuen, Daniel *(Chairman)*
Dr. Li Yifei
Dr. Zhu Zhengfu

REMUNERATION COMMITTEE
Mr. Tam Ping Kuen, Daniel *(Chairman)*
Dr. Li Yifei
Dr. Zhu Zhengfu

NOMINATION COMMITTEE
Mr. Tam Ping Kuen, Daniel *(Chairman)*
Dr. Li Yifei
Dr. Zhu Zhengfu

COMPANY SECRETARY
Mr. Lau Chun Pong

LEGAL ADVISORS
Stevenson, Wong & Co.

AUTHORISED REPRESENTATIVES
Mr. Wong Chi Ming, Jeffry
Mr. Lau Chun Pong

REGISTERED OFFICE
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
Room 302, 3rd Floor
Lippo Sun Plaza
28 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

REGISTRARS
Principal Share Registrar and Transfer Office
Royal Bank of Canada Trust company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office
Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR
KTC Partners CPA Limited

HOME PAGE
http://www.oluxe.com.hk

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of O LUXE HOLDINGS LIMITED ("O Luxe" or the "Company" and together with its subsidiaries, the "Group"), I am pleased to present the annual results of O Luxe for the year ended 30 September 2015.

BUSINESS REVIEW AND PROSPECTS

Given the moderating growth of the PRC economy and the overall slackening landscapes in the luxury goods market, the Group's turnover for the year ended 30 September 2015 substantially decreased by 69.8% from approximately HK$1,207.1 million last year to HK$365.2 million. The decrease was mainly attributable to (1) the discount block sale of slow moving inventories in 2014, (2) the disposal of retail business in Liaoning in June 2014, and (3) the continuously weakening demand of luxury consumer goods market in Hong Kong and China. The Group's gross profit amounted to HK$81.3 million (2014: gross loss of HK$862.5 million). Loss attributable to shareholders for the year was approximately HK$199.6 million as compared to HK$1,052 million for the previous year.

On 18 December 2014, the Group successfully acquired the entire interest in Sinoforce Group Limited, which indirectly hold the exclusive distribution right of the products of "GIRARD-PERREGAUX" and "JEANRICHARD" in the territories of the mainland China, Macau, Hong Kong and Taiwan, the acquisition aimed at strengthening the Group's distributor business with a long-term perspective.

During the year ended 30 September 2015, the Group entered into the money lending and investments in securities business. The new businesses allow the Group to diversify its source of income with the aim of generating appropriate returns to our shareholders. During the year, the Group recorded interest income and the fair value loss on held-for-trading investments of HK$7.3 million and HK$42.3 million respectively.

For the gold mining business, the production schedule of the Chi Feng gold mines has been delayed due to an extensive time has been spent on (i) preparation of the Environmental Impact Assessment Report , (ii) reviewing and negotiating the construction cost of the infrastructure of the mining facilities with the PRC mining institution, and (iii) revision of production plan in compliance with the PRC safety regulation. The Group will continue to carry out such work as necessary to generate revenue contribution in the near future.

To further consolidate the business, the Group decided to close down the underperforming manufacturing business of "OMAS" in Italy in November 2015. Facing the further deterioration of economic scenario ahead, the Group will continue to exercise prudence in managing its expenditures and look for new investment opportunity to cope with existing market environment and constantly review the business strategy in a cautious manner.

ACKNOWLEDGEMENTS

On behalf of all members of the Board, I would like to express my sincere appreciation to all shareholders and staff members for their dedication and commitment over the past twelve months as well as my heartfelt gratitude to our customers and business partners for their enduring support.

Zhang Jinbing
Chairman
O LUXE HOLDINGS LIMITED
Hong Kong
31 December 2015

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the year ended 30 September 2015, turnover of the Group decreased by 69.8% year-on-year to approximately HK$365.2 million as compared to HK$1,207.1 million for the previous year. The decrease was mainly attributable to the discount block sale of slow moving inventories in 2014, which contributed 51.8% of 2014's turnover, the disposal of retail business in Liaoning in June 2014, and the weakened consumption of luxury goods in Hong Kong and China.

The Group's gross profit amounted to HK$81.3 million, as compared to the gross loss amounted to HK$862.5 million for the previous year. Loss attributable to shareholders for the year was HK$199.6 million as compared to HK$1,052.0 million for the previous year. The loss was inclusive of impairment on goodwill, other intangible assets, property, plant and equipment, trade and other receivables, held-for-trading investments, loss on deregistration of subsidiaries of totalling HK$249.0 million.

The impairment on goodwill and distribution rights amounted to HK$79.3 million and HK$30.2 million respectively, which were attributable to the downward revision of financial projection in the newly acquired business. Resulting from the impact of weakening Euro since January 2015 and the slowing demand for luxury watches as compared to last year. In response, the Group has successfully lower the direct cost by reaching a consensus with the sole supplier in July 2015. According to the sale and purchase agreement, the vendor will compensate the Company if the newly acquired business fail to meet the total net profits in the sum of HK$69,000,000 by 31 December 2017. The change of fair value of contingent consideration receivable of HK$53.3 million has been recorded during the year, which is reflecting the possible compensation from the vendor. Details of the key assumptions used are set out in notes 18, 21 and 22 to the consolidated financial statements.

The impairment of trade and other receivables of approximately HK$64.7 million was recorded during the year, which represent the full provision against the long outstanding trade and other receivables as at 30 September 2015.

For the second half of the year, the Group recorded interest income from the money lending business of approximately HK$7.3 million and the fair value loss of HK$42.3 million from the investment in securities business, the fair value loss on held-for-trading investments was attributable to the turmoil in financial market since July 2015.

In October 2015, the Group has ceased to provide financial support to its subsidiary in Italy, Omas SRL, due to the continuous financial losses and severe adverse business environment in Europe. Accordingly, Omas SRL ceased to operate and went to liquidation in November 2015 and the Group recognised impairment losses and provision of approximately HK$44.0 million, details of the impairment losses and provision are set out in note 44.

For the year ended 30 September 2015, selling and distribution expenses decreased by 36.3% to approximately HK$34.9 million as compared to HK$54.8 million for the year ended 30 September 2014. The decrease was mainly due to the disposal of 遼寧時全飾美投資管理有限公司 and the decrease in turnover as compared to the year end 30 September 2014. Administrative expenses increased by 22.4% to HK$48.1 million, compared with HK$39.3 million for the corresponding period of last year. The increase in administrative expenses largely reflected the results of approximately 9 months consolidation of the accounts of Sinoforce Group Limited, which was acquired on 18 December 2014.

Liquidity, Financial Resources and Gearing

Finance costs during the year under review amounted to HK$4.3 million as compared to HK$3.1 million for the corresponding period of last year.

As at 30 September 2015, the contingent consideration receivable amounted to approximately HK$63.8 million, which is in relation to the profits guarantee of HK$69.0 million given by the vendor in the acquisition of Sinoforce Group Limited. As at 30 September 2014, the contingent consideration receivable amounted to approximately HK$118.2 million is in relation to the profit guarantee of HK$120 million given by the vendor in the acquisition of Omas International S.A., and which has been fully settled in December 2015.

The Group's net current assets increased from HK$972.6 million to HK$1,320.0 million. The net current assets are comprised of inventories of HK$278.5 million (2014: HK$134.0 million), trade and other receivables of approximately HK$133.1 million (2014: HK$626.0 million), loan receivables of HK$203.0 million (2014: Nil), and held-for-trading investments of HK$66.9 million (2014: Nil). The inventories have increased by HK$144.5 million of which, HK$143.3 million is belongs to the newly acquired business in December 2014. The trade and other receivables have decreased by HK$492.9 million which is due to the settlement of trade receivable in relation to the discount block sale in 2014.

At 30 September 2015, the cash and bank balances amounted to approximately HK$758.9 million (2014: HK$202.0 million) and current liabilities of approximately HK$125.6 million (2014: HK$109.6 million). The increase in cash and bank balance of HK$556.9 million is due to the settlement of trade receivable in 2014 and completion of the open offer in 2015.

The Group's inventory turnover, trade receivables turnover and trade payables turnover periods were 358 days, 49 days and 41 days, respectively. Overall the turnover times were consistent and complied with the respective policies of the Group on credit terms granted to customers and credit terms obtained from suppliers.

On 4 February 2015, the Board proposed to implement a share consolidation on the basis that every ten issued and unissued existing shares of HK$0.01 each in the share capital of the Company be consolidated into one consolidated share of HK$0.1 each. The Board also proposed to increase the existing authorized share capital of the Company to HK$1,000,000,000 divided into 10,000,000,000 shares of nominal value HK$0.1 each by the creation of an additional 9,000,000,000 unissued shares immediately following the share consolidation become effective. The Board further proposed to raise approximately HK$490.4 million before expenses, by issuing 1,634,514,070 offer shares at the subscription price of HK$0.3 per offer share. The open offer of the Company was on the basis of two offer share for every consolidated share held on the record date. The Board further proposed to change the board lot size of the consolidated shares of the Company from 30,000 existing shares to 12,000 consolidated shares upon the share consolidation became unconditional. Details of the share consolidation, increase in authorized share capital, open offer and change in board lot size were set out in the Company's announcements dated 4 and 25 February 2015. and the Company's circular dated 27 February 2015. The share consolidation, increase in the authorized share capital and open offer were approved in the extraordinary meeting on 16 March 2015. The share consolidation, increase in authorized share capital and change in board lot size took effect on 17 March 2015.

During the year, the Group financed its operations and investing activities through a combination of operating cash inflows and interest bearing borrowings. The capital structure of the Company solely consists of share capital. As at 30 September 2015, shareholder equity in the Group amounted to HK$1,490.8 million (2014: HK$1,094.2 million).

The Group's total interest bearing bank borrowings as at 30 September 2015 amounted to approximately HK$61.1 million (2014: HK$63.1 million). The interest bearing bank borrowings were mainly used for working capital purpose and carried at commercial lending interest rates.

MANAGEMENT DISCUSSION AND ANALYSIS

As at 30 September 2015, the Company has no significant contingent liabilities (2014: Nil).

Final Dividend

The directors do not recommend the payment of any dividend in respect of the year ended 30 September 2015 (2014: Nil).

Capital Management

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners though the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Company will balance its overall capital structure through the payment of dividends and new share issues as it sees fit and appropriate.

The Group monitors capital on the basis of the gearing ratio. As at 30 September 2015, the gearing ratio was 10.3% (2014: 13.5%). This ratio is calculated as total debt divided by total capital.

Capital Commitment

As at the end of the reporting period, the Group does not have any significant capital commitment.

Material Acquisitions or Disposals

Save as disclosed below, there was no material acquisition or disposal of subsidiaries and associated companies by the Group for the year ended 30 September 2015.

On 18 December 2014, the Group has acquired the entire interest of Sinoforce Group Limited and its subsidiary at a consideration of HK$141 million. The acquisition was approved in on Extraordinary General Meeting of the Company held on 25 November 2014.

Subsequent to 30 September 2015, the Group ceased to provide financial support to its subsidiary, Omas. Because of insolvency, Omas ceased its operation and on 17 November 2015, a resolution was passed by the shareholder of Omas to get Omas dissolved and liquidated on 1 December 2015, details of the financial impact are set out in note 44.

Foreign Exchange Exposure

The Group's sales and purchases during the year were mostly denominated in Hong Kong dollars, Renminbi, US dollars and Euro. The Group was exposed to certain foreign currency exchange risks but it does not anticipate future currency fluctuations to cause material operational difficulties or liquidity problems. However, the Group continuously monitors its foreign exchange position and, when necessary, will hedge foreign exchange exposure arising from contractual commitments in sourcing products from overseas suppliers.

Employees and Remuneration Policies

As at 30 September 2015, the Group had a staff roster of 87 (2014: 93). The remuneration of employees was in line with market trends and commensurate to the levels of pay in the industry and to the performance of individual employees that are regularly reviewed every year.

Pledge of Assets

At 30 September 2015, trade receivables of approximately HK$15.3 million (2014: Nil) were pledged to secure the Group's bank borrowings.

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Zhang Jinbing, aged 44, is the Chairman of the Company. Mr. Zhang was appointed as a director in January 2015. He founded the China Golden Holdings Limited in 2006 and is currently its chairman and executive director. He has over five years of corporate management experience. From 2004 to 2006, he worked as a general manager for Guangdong Copper Alloy Material Company Limited (廣東銅合金屬材料有限公司). Mr. Zhang graduated from Guangzhou Foreign Language Institute (廣州外國語學院) with a bachelor's degree of Arts in 1994. Mr. Zhang was an executive director of Synertone Communication Corporation (stock code: 1613), shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), for the period from August 2012 to April 2014.

Mr. Wong Chi Ming, Jeffry, aged 58, is the Chief Executive Officer of the Company and the Co-founder of the Group. Mr. Wong, with extensive experience in the jewellery industry in Hong Kong and extensive knowledge in the jewellery industry of the United States and Europe, is responsible for the overall strategic planning and policy making of the Group. He was appointed as a director on 28 February 2002.

Mr. Yu Fei, Philip, aged 58, is a Director of the Company. He obtained a Bachelor of Science degree from California State University, Los Angeles. Mr. Yu is responsible for the sales and marketing of the Group's products and has over 29 years of experience in trading businesses. He was appointed as a Director on 2 April 2004.

Non-Executive Director

Mr. Xiao Gang, aged 45, was appointed as Non-executive Director in October 2015. He is an investment director and a legal director of Hengdeli Holdings Limited (stock code: 3389) ("Hengdeli"). Mr. Xiao has over 10 years of experience in legal and investment fields. For the period from 2001 to 2012, Mr. Xiao was a lawyer and a partner of Beijing Kangda Law firm in the People's Republic of China ("PRC") focusing on corporate and commercial matters and capital markets. Mr. Xiao obtained a Bachelor of Science in Engineering from Beijing Union University in 1992, and also holds a Master of Laws from University of International Business and Economics in the PRC. Mr. Xiao was admitted as a lawyer in the PRC in 2001.

Independent Non-Executive Directors

Dr. Zhu Zhengfu, aged 51, was appointed as an Independent Non-executive Director in May 2015. Dr. Zhu is a senior attorney with over 25 years of experience in legal practice in China. He is one of the founders of Guangdong Kunlun Law Firm (廣東東方昆侖律師事務所) which was set up in 1998 and is currently the managing and executive partner. He joined Guangzhou Wanbao Group Import & Export Company (廣州萬寶電器集團進出口公司) in 1987. Since 1993, Dr. Zhu served successively as an officer of the Finance and Real Estate Department in Guangdong Economic and Trade Law Firm* (廣東經濟貿易律師事務所), a partner of Guangdong Continent Law Firm (廣東大陸律師事務所) and a deputy officer of Guangdong Real Estate Legal Consultation Center (廣東地產法律諮詢服務中心). Dr. Zhu graduated from the Law School of Wuhan University (武漢大學) with a master's degree in laws in 1987 and obtained a doctoral degree in laws from the Law School of Wuhan University in 1999. Dr. Zhu obtained the qualification of being an independent director in China in 2001. Dr. Zhu is currently an independent director of E Fund Management Co., Ltd. (易方達基金管理有限公司), Guangdong Guangzhou Daily Media Co., Ltd. (廣東廣州日報傳媒股份有限公司) (stock code: 2181), shares of which are listed on Shenzhen Stock Exchange, Poly Real Estate Group Co., Ltd. (保利房地產(集團)股份有限公司) (stock code: 600048), shares of which are listed on Shanghai Stock Exchange and Jiangsu Dongguang Micro-electronic Stock Co., Ltd. (江蘇東光微電子股份有限公司) (stock code: 2504), shares of which are listed on Shenzhen Stock Exchange, and a company supervisor of Guangzhou Shipyard International Company Limited (廣州廣船國際股份有限公司) (stock code: 317), shares of which are listed on The Stock Exchange of Hong Kong Limited. Mr. Zhu is also a member of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會) and the vice president of All China Lawyers Association (中華全國律師協會).

DIRECTORS AND SENIOR MANAGEMENT

Dr. Li Yifei, aged 51, was appointed as an Independent Non-executive Director in May 2015. Dr. Li has over 25 years of experience in management in China. In 1993, Dr. Li founded China Guardian Auctions Co., Ltd. (中國嘉德國際拍賣有限公司), set up Guangzhou Huayi Enterprise Group Co., Ltd. (廣州華藝企業集團有限公司) and has been serving as its chairman of the board of directors since 1993. From 1985 to 1987, Dr. Li worked at the Department of Foreign Trade and Economic Cooperation of Guangdong Province (廣東省對外經濟貿易廳). Dr. Li served as a manager at Zhongnan Economic and Technology Development Co., Ltd (中南經濟技術發展公司) and Huatian Company of the China Council for the Promotion of International Trade (廣東省貿促會華天公司) from 1988 to 1990 and from 1990 to 1992 respectively. Dr. Li graduated from the School of Economics of Wuhan University (武漢大學) in 1985 and obtained a doctoral degree in economics from the School of Economics of Wuhan University in 2000. Dr. Li is currently the chairman of the board of directors of Guangzhou Huayi Enterprise Group Co., Ltd. (廣州華藝企業集團有限公司). Dr. Li is also a standing committee member of Guangdong Federation of Industry and Commerce (廣東省工商聯), committee member of the Guangdong Province Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議廣東省委員會), standing officer of Chinese Young Volunteers Association (中國青年志願者協會), vice-president of the Standing Committee of the Guangdong Province Private Enterprise Cultural Association (廣東省民營企業文化協會), standing vice-president of Guangdong Province Cantonese Opera Development Fund (廣東省粵劇繁榮基金會), founder and president of Guangzhou Dayi Culture and Arts Fund (廣州市大藝文化藝術基金會) and the standing vice-president of Guangdong Hunan Chamber of Commerce (廣東省湖南商會).

Mr. Tam Ping Kuen, Daniel, aged 52, joined the Company as an Independent Non-executive Director in May 2006. He is the Founder of Daniel Tam & Co., Certified Public Accountants (Practising). Mr. Tam holds a Master of Financial Economics degree from the University of London and is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants.

SENIOR MANAGEMENT

Mr. Lau Chun Pong, aged 42, is the Financial Controller of the Group. He joined the Group in 2008 and is responsible for the financial and accounting matters of the Group. Mr. Lau holds a Bachelor of Arts degree from University of California, Los Angeles and is an associate member of the Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He has over 15 years of experience in the field of finance, accounting and auditing.

Mr. Wong Kang Bor, Alex, aged 42, is the Assistant Financial Controller of the Group. He joined the Group in 2008 and is responsible for the financial matters of the Group. Mr. Wong holds a Bachelor of Arts degree from San Francisco State University. He has over 15 years of experience in the field of finance and accounting.

Mr. Gao Qiang, aged 51, is the Senior Finance Manager of the Group. He joined the Group in 2008 and is responsible for the financial and accounting matters of the Group. He has over 20 years of experience in the field of finance and accounting.

REPORT OF THE DIRECTORS

The directors ("Directors") of O LUXE HOLDINGS LIMITED ("Company") have pleasure in submitting their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 30 September 2015.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries of the Company are set out in note 43 to the consolidated financial statements.

CHANGE OF COMPANY NAME

Pursuant to the special resolution passed at the annual general meeting on 6 March 2015, the Certificate of Incorporation on Change of Name of the Company issued by the Registry of Companies in the Cayman Islands on 11 March 2015 and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company issued by the Registrar of Companies in Hong Kong on 9 April 2015, the English name of the Company was changed from "Ming Fung Jewellery Group Limited" to "O Luxe Holdings Limited" and the Chinese name of the Company was changed from "明豐珠寶集團有限公司" (for identification purpose only) to "奧立仕控股有限公司".

SEGMENT INFORMATION

An analysis of the Group's turnover and results by geographical segments based on the location of customers and business segments for the year ended 30 September 2015 is set out in note 8 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group's results for the year ended 30 September 2015 and the state of affairs of the Group and of the Company as at that date are set out in the consolidated financial statements on pages 30 to 98 respectively.

The Board does not recommend the payment of final dividend to shareholders for the year ended 30 September 2015 (2014: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 2 March 2016 to 4 March 2016 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrars of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 1 March 2016.

REPORT OF THE DIRECTORS

SUMMARY OF 5 YEARS' FINANCIAL INFORMATION

The following is a summary of the published consolidated results and of the assets and liabilities of the Group for each of the 5 years ended 30 September 2015, prepared on the bases set out in the note below:

Results

	Year ended 30 September				
	2015	2014	2013	2012	2011
	HK$'000	HK$'000	HK$'000 (As restated)	HK$'000	HK$'000
Turnover	**365,201**	1,207,105	782,551	919,409	890,367
(Loss) profit from operating activities	**(215,308)**	(1,147,330)	(961,343)	116,779	167,395
Finance costs	**(4,270)**	(3,117)	(4,549)	(4,392)	(492)
(Loss) profit before taxation	**(219,578)**	(1,150,447)	(965,892)	112,387	166,903
Income tax credit (expense)	**13,957**	84,353	63,105	(35,917)	(38,372)
(Loss) profit for the year	**(205,261)**	(1,066,094)	(902,787)	76,470	128,531
Attributable to:					
Owners of the Company	**(199,626)**	(1,052,066)	(817,573)	83,158	128,662
Non-controlling interests	**(5,995)**	(14,028)	(85,214)	(6,688)	(131)
	(205,621)	(1,066,094)	(902,787)	76,470	128,531

Assets and Liabilities

	At 30 September				
	2015	2014	2013	2012	2011
	HK$'000	HK$'000	HK$'000	HK$'000 (As restated)	HK$'000 (As restated)
Non-current assets	**225,869**	188,157	451,363	1,367,898	1,053,084
Current assets	**1,445,534**	1,082,246	1,922,965	1,977,526	1,743,312
Total assets	**1,671,403**	1,270,403	2,374,328	3,345,424	2,796,396
Current liabilities	**125,616**	109,608	277,284	292,721	209,176
Non-current liabilities	**28,459**	37,897	61,912	138,413	114,572
Total liabilities	**154,075**	147,505	339,196	431,134	323,748
Net assets	**1,517,328**	1,122,898	2,035,132	2,914,290	2,472,648

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company has not redeemed any of its shares, and neither the Company, nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the year.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 42(b) to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 30 September 2015, the Company had distributable reserves of approximately HK$465,427,000 (2014: HK$1,093,945,000) calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. This includes the Company's share premium account of approximately HK$2,586,685,000 (2014: HK$2,138,514,000) which is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's 5 largest customers accounted for approximately 44% of the total sales for the year and the sales to the largest customer included therein amounted to approximately 11%.

Purchases from the Group's 5 largest suppliers accounted for approximately 71% of the total purchases for the year and the purchases from the largest supplier included therein amounted to approximately 22%.

None of the Directors, or any of their close associate(s) or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's 5 largest customers or 5 largest suppliers.

REPORT OF THE DIRECTORS

DIRECTORS

The Directors during the year were as follows:

Executive Directors

Mr. Zhang Jinbing *(Chairman)*
Mr. Wong Chi Ming, Jeffry *(Chief Executive Officer)*
Mr. Yu Fei, Philip

Non-Executive Director

Mr. Xiao Gang

Independent Non-Executive Directors

Dr. Li Yifei
Dr. Zhu Zhengfu
Mr. Tam Ping Kuen, Daniel

In accordance with the Company's articles of association, Mr. Wong Chi Ming, Jeffry, Mr. Xiao Gang, Dr. Li Yifei, Dr. Zhu Zhengfu and Mr. Tam Ping Kuen, Daniel will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 7–8 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Mr. Zhang Jinbing, as executive director has entered into a service contract with the Company, his term of service commenced from 9 January 2015 for an initial period of 36 months and expired on 8 January 2018 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment.

Mr. Wong Chi Ming, Jeffry, as executive director has entered into a service contract with the Company, his term of service commenced from 1 August 2002 for an initial period of 36 months and expired on 31 July 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment.

Mr. Yu Fei, Philip as executive director has entered into a service contract with the Company, his term of service commenced from 2 April 2004 for an initial period of 24 months and expired on 1 April 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment.

The existing service contracts of the executive directors will continue thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party.

Same as disclosed above, no Director proposed to have a service contract with the Company which is not determinable by the Company within 1 year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year under review.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2015, the interests of the Directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) 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 ("Model Code") were as follows:

Director	Type of interests	Number of issued ordinary shares held	Number of underlying shares held	Total interests	Percentage of interest
Mr. Zhang Jinbing (Appointed on 9 January 2015)	Corporate (Note (a) & (b))	673,622,316	–	673,622,316	27.47%
Mr. Li Yifei (Appointed on 7 May 2015)	Personal (Note (b))	1,068,000	–	1,068,000	0.044%
Mr. Xiao Gang (Appointed on 5 October 2015)	Personal (Note (b))	72,000	–	72,000	0.003%

Notes:

(a) The interest disclosed represents the 673,622,316 shares held by Prestige Rich Holdings Limited, a company incorporated in the British Virgin Islands which is wholly owned by Mr. Zhang Jinbing by virtue of Section 344(3) of the SFO.

(b) All the interests disclosed above represent long positions in the shares of the Company.

Mr. Zhang Jinbing is the sole shareholder of Prestige Rich Holdings Limited.

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries of the Company held in trust for the Company solely for the purpose of complying with the statutory minimum number of shareholders required for Hong Kong incorporated companies which was in force prior to 13 February 2004.

Save as disclosed above, as at 30 September 2015, none of the Directors, or their associate(s) had any interests or short positions in the shares or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified 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 the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option scheme disclosures in note 35 to the consolidated financial statements, at no time during the year were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its holding company or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in the Company or any other body corporate.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year under review and up to date of this report, no Director of the Company or any of its subsidiaries is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), other than those business of which the Directors of the Company were appointed as Directors to represent the interest of the Company and/or the Group.

SHARE OPTION SCHEME

Detailed disclosures relating to the Company's share option scheme are set out in note 35 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2015, the following persons (other than the Directors) had interest in the shares and the underlying shares of the Company which (a) would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO; or (b) were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Name	Number of issued ordinary shares and underlying shares held	Percentage of total issued
Hengdeli Holdings Limited	300,000,000 (Notes (a) and (c))	12.24%
Alpha Key Investments Limited	300,000,000 (Notes (a) and (c))	12.24%
Prestige Rich Holdings Limited	673,622,316 (Notes (b) and (c))	27.47%
Zhang Jinbing	673,622,316 (Notes (b) and (c))	27.47%

Notes:

(a) Alpha Key Investments Limited is a controlled corporation of Hengdeli Holdings Limited which is deemed to be interested in the same parcel of shares.

(b) Prestige Rich Holdings Limited is a controlled corporation of Mr. Zhang. Thus, he is deemed to be interested in the same parcel of shares.

(c) All the interests stated above represent long positions in the shares of the Company.

Save as disclosed above, as at 30 September 2015, there was no person who (i) had an interest or short position in the shares and underlying shares of the Company which (a) would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO; or (b) were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein; or (ii) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying the right to vote in all circumstances at general meetings of the Company or any options in respect of such capital.

INTEREST BEARING BANK LOANS

Particulars of interest bearing bank loans of the Company and the Group as at 30 September 2015 are set out in note 31 to the consolidated financial statements.

RETIREMENT BENEFITS SCHEME

Details of the retirement benefits scheme of the Group are set out in note 15 to the consolidated financial statements under "Staff costs" on pages 67 and 68.

EVENT AFTER THE REPORTING PERIOD

Details of significant events occurring after the year ended 30 September 2015 are set out in note 44 to the consolidated financial statements.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the percentage of the ordinary shares in public hands exceed 25% as at 31 December 2015, the latest practicable date to ascertain such information prior to the issue of this annual report.

CONTINUING CONNECTED TRANSACTIONS

During the year, the connected transactions and continuing connected transactions undertaken by the Group are included in the transactions set out in note 39 to the consolidated financial statements, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

The independent non-executive Directors have reviewed the connected transactions and continuing connected transactions in note 39 to the consolidated financial statements and have confirmed that the connected transactions and continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and are in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reviewed the continuing connected transactions during the year as set out in note 39 to the consolidated financial statements and confirmed that these transactions:

(i) were approved by the Board of Directors of the Company;

(ii) where applicable, were in accordance with the pricing policies of the Company;

(iii) had been entered into in accordance with the relevant agreements governing the transactions; and

(iv) have not exceeded the caps stated in the relevant announcement.

CORPORATE GOVERNANCE

During the year ended 30 September 2015, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code") as stated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except the following deviations (Code Provisions A.2.1 and E.1.2):

Mr. Wong Chi Ming, Jeffry ("Mr. Wong") was the Chairman of the Company. The Company has no such title as the chief executive officer before 9 January 2015 and the daily operation and management of the Company is monitored by the executive directors as well as the senior management. The Board is of the view that although there is no chief executive officer before 9 January 2015, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting the operation of the Company. The Company has appointed Mr. Zhang Jinbing as chief executive officer with effect from 9 January 2015 and has complied with code provision A.2.1 since 9 January 2015. On 12 June 2015, Mr. Zhang Jinbing was appointed as the Chairman and Mr. Wong Chi Ming, Jeffry was appointed as the chief executive officer of the Company.

The chief executive officer attended 2015 annual general meeting ("2015 AGM") to answer questions and collect views of shareholders. Though other directors were unable to attend 2015 AGM due to other business engagements, their representative, the company secretary and the auditors had attended the meeting to answer questions at the meeting.

The Chairman attended all the extraordinary general meetings held during the year while other directors cannot attend due to other business engagements but the company secretary and their representatives and a representative of the relevant independent financial advisors had attended the meetings to answer questions at the meetings.

Further information on the Company's corporate governance practices is set out in the Corporate Governance Report contained in this annual report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED COMPANIES ("MODEL CODE")

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry on all directors regarding any non-compliance with the Model Code during the year under review and they all confirmed that they have fully complied with the required standards set out in the Model Code.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed 3 independent non-executive directors. The Company confirms that it has received an annual confirmation from each of the independent non-executive directors regarding his independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers all the existing independent non- executive directors to be independent.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. Currently the audit committee comprises the 3 independent non-executive directors, who have reviewed the financial statements for the year ended 30 September 2015.

AUDITOR

The consolidated financial statements have been audited by KTC Partners CPA Limited who will retire and, being eligible, offer themselves for re-appointment at a fee to be agreed by the Board.

On behalf of the Board
O LUXE HOLDINGS LIMITED
Zhang Jinbing
Chairman

Hong Kong
31 December 2015

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the "Board") and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Continuous efforts are made to review and enhance the Group's internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the year ended 30 September 2015, except where otherwise stated.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding securities transactions by Directors. Having made specific enquiry with all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the year.

BOARD OF DIRECTORS

The Board comprises:

Executive Directors	:	Mr. Zhang Jinbing *(Chairman) (Appointed on 9 January 2015)* Mr. Wong Chi Ming, Jeffry *(Chief Executive Officer)* Mr. Yu Fei, Philip
Non-executive Director	:	Mr. Xiao Gang *(Appointed on 5 October 2015)*
Independent Non-executive Directors	:	Mr. Tam Ping Kuen, Daniel Ms. Chu Wai Fan *(Resigned on 15 October 2015)* Dr. Li Yifei *(Appointed on 7 May 2015)* Dr. Zhu Zhengfu *(Appointed on 7 May 2015)* Mr. Jiang Chao *(Resigned on 5 February 2015)* Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*

Each independent non-executive director has given an annual confirmation of his independence to the Company, and the Company considers them to be independent under Rule 3.13 of the Listing Rules.

BOARD OF DIRECTORS *(continued)*

During the financial year ended 30 September 2015, a total of 10 Board meetings, one annual general meeting ("2015 AGM") and four extraordinary general meetings ("EGMs") were held and the attendance of each director is set out as follows:

Name of director	Number of meetings attended in the year ended 30 September 2015 regular Board meetings	2015 AGM	EGM
Mr. Zhang Jinbing *(Chairman) (Appointed on 9 January 2015)*	5/8	1/1	1/3
Mr. Wong Chi Ming, Jeffry	8/10	0/1	3/4
Mr. Yu Fei, Philip	5/10	0/1	0/4
Mr. Tam Ping Kuen, Daniel	9/10	0/1	0/4
Ms. Chu Wai Fun *(Resigned on 15 October 2015)*	9/10	0/1	0/4
Dr. Li Yifei *(Appointed on 7 May 2015)*	2/3	–	0/1
Dr. Zhu Zhengfu *(Appointed on 7 May 2015)*	2/3	–	0/1
Mr. Jiang Chao *(Resigned on 5 February 2015)*	2/3 during the appointment period	–	0/1
Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*	6/6 during the appointment period	1/1	0/2

The Chairman attended 2015 AGM to answer questions and collect views of shareholders. Though some executive directors and independent non-executive directors were unable to attend 2015 AGM due to other business engagements, the company secretary and the auditors had attended the meeting to answer questions at the meeting.

The Chairman attended the extraordinary general meetings held on 25 November 2014, 16 March 2015, 31 March 2015 and 30 September 2015 while other directors cannot attend due to other business engagements but a representative of Industrial Securities (HK) Capital Ltd, Grand Vinco Capital Ltd and Bridge Partners Capital Ltd, the independent financial advisers, had attended the meetings to answer questions at the meeting.

Some of the Board meetings for day-to-day operations of the Group were attended by executive directors and the attendance of executive directors is set out as follows:

Name of director	Number of other Board meetings attended in the year ended 30 September 2015
Mr. Zhang Jinbing *(Chairman) (Appointed on 9 January 2015)*	15/19
Mr. Wong Chi Ming, Jeffry	15/19
Mr. Yu Fei, Philip	17/19

CORPORATE GOVERNANCE REPORT

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management's performance of the Group; and setting the Group's values and standards. The Board delegates the day-to-day management, administration and operation of the Group to management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Board held meetings from time to time whenever necessary. At least 14 days notice of regular Board meetings is given to all directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying Board papers are sent to all directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the directors to review the documents.

Minutes of every Board meeting are circulated to all directors for their perusal and comments prior to confirmation of the minutes. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As at the date of the report, Mr. Zhang Jinbing is the Chairman while Mr. Wong Chi Ming, Jeffry is the chief executive officer. The Company has no such title as the chief executive officer before 9 January 2015 and the daily operation and management of the Company is monitored by the executive directors as well as the senior management. The Board is of the view that although there is no chief executive officer before 9 January 2015, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting the operation of the Company. The Company has appointed Mr. Zhang Jinbing as chief executive officer with effect from 9 January 2015 and has complied with code provision A.2.1 since 9 January 2015. On 12 June 2015, Mr. Zhang Jinbing was appointed as the Chairman and Mr. Wong Chi Ming, Jeffry was appointed as the chief executive officer of the Company.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All independent non-executive directors are appointed for a specific term which may be extended as each and the Company may agree.

The term of appointment of Mr. Xiao, the non-executive director of the Company, is from 5 October 2015 to the earlier of 4 October 2016 or the forthcoming general meeting of the Company.

The current articles of association of the Company provide that subject to the manner of retirement by rotation of directors as from time to time prescribed by the Listing Rules, at each annual general meeting, one-third of the directors for the time being shall retire from office by rotation and that every director shall be subject to retirement by rotation at least once every 3 years.

PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the company secretary of the Company.

The individual training record of each director received for the year ended 30 September 2015 is summarized below:

	Attending seminar(s)/ programme(s)/ conference(s) relevant to the business or directors' duties
Mr. Zhang Jinbing *(Appointed on 9 January 2015)*	✓
Mr. Wong Chi Ming, Jeffry	✓
Mr. Yu Fei, Philip	✓
Mr. Tam Ping Kuen, Daniel	✓
Ms. Chu Wai Fan *(Resigned on 15 October 2015)*	✓
Dr. Li Yifei *(Appointed on 7 May 2015)*	✓
Dr. Zhu Zhengfu *(Appointed on 7 May 2015)*	✓
Mr. Jiang Chao *(Resigned on 5 February 2015)*	✓
Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*	✓

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises 3 independent non-executive directors, who have reviewed the consolidated financial statements for the year ended 30 September 2015. All of them have appropriate professional qualifications and one of them has accounting expertise. Mr. Tam Ping Kuen, Daniel is the chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

Our Audit Committee has primary responsibility for monitoring the quality of internal control and ensuring that the financial performance of the Company is properly measured and reported on, receiving and reviewing reports from management and the auditors relating to the annual and interim accounts, and monitoring the accounting and internal control system in use throughout the Group.

According to the current terms of reference, meetings of the Audit Committee shall be held at least twice a year. Two meetings were held for the year ended 30 September 2015. The attendance of each member is set out as follows:

Name of members of Audit Committee	Number of meetings attended in the financial year ended 30 September 2015
Mr. Tam Ping Kuen, Daniel	2/2
Ms. Chu Wai Fan *(Resigned on 15 October 2015)*	2/2
Dr. Li Yifei *(Appointed on 7 May 2015)*	1/1
Dr. Zhu Zhengfu *(Appointed on 7 May 2015)*	1/1
Mr. Jiang Chao *(Resigned on 5 February 2015)*	1/2
Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*	1/2

At the meetings held during the year, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

(a) review and supervise the financial reporting process and internal control system of the Company and its subsidiaries;

(b) recommendation to the Board, for the approval by shareholders, of the re-appointment of the auditor as the external Auditor and approval of their remuneration; and

(c) review the financial statements for the relevant periods.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 31 March 2006 comprising the 3 independent non-executive directors. Mr. Tam Ping Kuen, Daniel is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company's remuneration policy and structure for all directors' and senior management and the Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Meeting of the Remuneration Committee shall be held at least once a year. Three meetings were held during the year ended 30 September 2015 concerning the determination of remuneration of the Directors.

The attendance of each member is set out as follows:

Name of members of Remuneration Committee	Number of meetings attended in the financial year ended 30 September 2015
Ms. Chu Wai Fan *(Resigned on 15 October 2015)*	3/3
Mr. Tam Ping Kuen, Daniel	3/3
Dr. Li Yifei *(Appointed on 7 May 2015)*	–
Dr. Zhu Zhengfu *(Appointed on 7 May 2015)*	–
Mr. Jiang Chao *(Resigned on 5 February 2015)*	2/2
Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*	1/1

A share option scheme, which serves as an incentive to attract, retain and motivate staff, has been adopted in the annual general meeting held on 1 March 2013. Details of the share option scheme are set out in the circular dated 17 January 2013. The emolument payable to directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the directors' emolument are set out in note 17 to the consolidated financial statements.

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 31 March 2006 comprising the 3 independent non-executive directors. Mr. Tam Ping Kuen, Daniel is currently the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent non- executive directors and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive officer. In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the jewellery industry and/or other professional areas.

Meeting of the Nomination Committee shall be held at least once a year. Three meetings were held during the year ended 30 September 2015. Issues concerning revision of the structure, size and composition of the Board, the board diversity policy, were discussed.

The attendance of each member is set out as follows:

Name of members of Nomination Committee	**Number of meetings attended in the financial year ended 30 September 2015**
Mr. Tam Ping Kuen, Daniel	3/3
Ms. Chu Wai Fan *(Resigned on 15 October 2015)*	3/3
Dr. Li Yifei *(Appointed on 7 May 2015)*	–
Dr. Zhu Zhengfu *(Appointed on 7 May 2015)*	–
Mr. Jiang Chao *(Resigned on 5 February 2015)*	2/2
Dr. Willinge Garry Alides *(Appointed on 9 January 2015, Resigned on 31 August 2015)*	1/1

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy effective on 1 September 2013. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises 7 directors. Three of them are independent non-executive directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of nationality, professional background and skills.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The directors acknowledge their responsibilities (as set out in the Independent Auditor's Report) for preparing the consolidated financial statements of the Group that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the consolidated financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the Company's internal control system and risk management procedures and for reviewing the effectiveness of the Company's internal control. The Board has conducted a review of, and is satisfied with the effectiveness of the system of internal controls of the Group.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control system is designed to provide reasonable assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objective. The system includes a defined management structure with segregation of duties and a cash management system such as monthly reconciliation of bank accounts.

The Board reviews the effectiveness of the Group's material internal controls and is of the opinion that the resources for and qualifications of staff of the Company's accounting and financial reporting function are adequate and sufficient. Based on information furnished to it and on its own observations, the Board is satisfied with present internal controls of the Group.

AUDITORS' REMUNERATION

During the financial year ended 30 September 2015, the fees paid to the Company's auditors, KTC Partners CPA Limited, is set out as follows:

Services rendered	Fees paid/payable (HK$'000)
Audit services	1,800
Non-audit services (Note)	330

Note: the non-audit service is in relation to the services rendered for the open offer of the Company in 2015.

COMPANY SECRETARY

Mr. Lau Chun Pong ("Mr. Lau") was appointed as the company secretary of the Company on 12 November 2008. The biographical details of Mr. Lau are set out under the section headed "Directors and Senior Management".

According to Rule 3.29 of the Listing Rules, Mr. Lau has taken no less than 15 hours of relevant professional training during the financial year ended 30 September 2015.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

— Right to convene extraordinary general meeting

Any one or more members holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal office as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the company secretary of the Company at the Company's principal place of business at Flat 302, 3/F, Lippo Sun Plaza, 28 Canton Road, Tsimshatsui, Kowloon, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request has been verified is not in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within twenty- one days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

SHAREHOLDERS' RIGHTS *(continued)*

— **Right to convene extraordinary general meeting** *(continued)*

The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- At least 14 clear days' notice in writing (and not less than 10 business days) if the proposal constitutes an ordinary resolution of the Company;
- At least 21 clear days' notice in writing (and not less than 20 business days) if calling for an annual general meeting or the proposal constitutes a special resolution of the Company in EGM.

— **Right to put enquiries to the Board**

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by e-mail to info@oluxe.com.hk for the attention of the company secretary.

— **Right to put forward proposals at general meetings**

There are no provisions allowing shareholders to purpose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 64 of the Company's Articles of Association for including a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 113 of the Company's Articles of Association, no person, other than a director retiring at a meeting, shall, unless recommended by the directors for election, be eligible for appointment as a director at any general meeting unless there shall have been lodged at the head office or at the registration office notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a director and also notice in writing signed by that person of his willingness to be elected as a director. Unless otherwise determined by the directors and notified by the Company to the shareholders, the period for lodgment of the said notices shall be a seven day period commencing on the day after the dispatch of the notice of the general meeting for such election of director(s) and ending on the date falling seven days after the dispatch of the said notice of the general meeting. The written notice must state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual and interim reports, notices, announcements and circulars and the Company's website at www.oluxe.com.hk.

The name of the Company has been changed from "Ming Fung Jewellery Group Limited" to "O Luxe Holdings Limited" and "奧立仕控股有限公司" has been adopted as the dual foreign name of the Company to replace "明豐珠寶集團有限公司" which was used for identification purpose in the past.

During the year ended 30 September 2015, there had been no significant change in the Company's constitutional documents.

INDEPENDENT AUDITOR'S REPORT

KTC Partners CPA Limited
Certified Public Accountants (Practising)
和信會計師事務所有限公司

Tel 電話: (852) 2314 7999 Fax 傳真: (852) 2110 9498
E-mail 電子郵箱: info@ktccpa.com.hk
Room 801 & 802A, 8/F., Tower 2, South Seas Centre,
75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong
香港九龍尖沙咀東部麼地道75號南洋中心第2座8樓801及802A室

TO THE SHAREHOLDERS OF
O LUXE HOLDINGS LIMITED
(FORMERLY KNOWN AS MING FUNG JEWELLERY GROUP LIMITED)
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of O Luxe Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 30 to 98, which comprise the consolidated statement of financial position as at 30 September 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 30 September 2015, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

KTC Partners CPA Limited
Certified Public Accountants (Practising)
Chow Yiu Wah, Joseph
Practising Certificate Number: P04686

Hong Kong
31 December 2015

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 September 2015

	Notes	2015 HK$'000	2014 HK$'000
Revenue	9	**365,201**	1,207,105
Cost of sales		**(283,853)**	(2,069,595)
Gross profit (loss)		**81,348**	(862,490)
Change in fair value of contingent consideration receivable	22	**53,277**	4,739
Other revenue and net gains	10	**9,084**	309
Selling and distribution expenses		**(34,903)**	(54,766)
Administrative expenses		**(48,121)**	(39,307)
Amortisation of intangible assets	18	**(26,803)**	(12,415)
Fair value loss on held-for-trading investments		**(42,316)**	–
Impairment loss on goodwill	21	**(79,317)**	(53,943)
Impairment loss on intangible assets	18	**(37,369)**	(68,920)
Impairment loss on property, plant and equipment		**(25,247)**	–
Impairment loss of trade and other receivables		**(64,715)**	(39,100)
Loss on deregistration/disposal of subsidiaries	37	**(146)**	(17,980)
Property, plant and equipment written-off		**(80)**	(3,457)
Loss from operating activities	11	**(215,308)**	(1,147,330)
Finance costs	12	**(4,270)**	(3,117)
Loss before taxation		**(219,578)**	(1,150,447)
Income tax credit	13	**13,957**	84,353
Loss for the year		**(205,621)**	(1,066,094)
Other comprehensive expenses			
Items that may be classified subsequently to profit or loss:			
Exchange difference arising on translation of foreign operations		**(27,807)**	(8,260)
Exchange reserve realised upon disposal of subsidiaries	37(b)	**–**	(4,328)
Total other comprehensive expenses for the year		**(27,807)**	(12,588)
Total comprehensive expenses for the year		**(233,428)**	(1,078,682)
Loss for the year attributable to:			
Owners of the Company		**(199,626)**	(1,052,066)
Non-controlling interests		**(5,995)**	(14,028)
		(205,621)	(1,066,094)
Total comprehensive expenses for the year attributable to:			
Owners of the Company		**(231,175)**	(1,064,697)
Non-controlling interests		**(2,253)**	(13,985)
		(233,428)	(1,078,682)
			(Restated)
Loss per share	14		
Basic		**HK11.80 cents**	HK138.87 cents
Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2015

	Notes	2015 HK$'000	2014 HK$'000
NON-CURRENT ASSETS			
Intangible assets	18	**115,871**	111,118
Exploration and evaluation assets	19	**–**	–
Property, plant and equipment	20	**16,672**	47,484
Goodwill	21	**29,555**	29,555
Contingent consideration receivable	22	**63,771**	–
		225,869	188,157
CURRENT ASSETS			
Inventories	23	**278,508**	134,029
Trade and other receivables	24	**133,053**	625,951
Loan receivables	25	**203,000**	–
Contingent consideration receivable	22	**–**	118,246
Held-for trading investments	26	**66,869**	–
Amount due from a shareholder of a subsidiary	27	**5,165**	1,978
Bank balances and cash	28	**758,939**	202,042
		1,445,534	1,082,246
CURRENT LIABILITIES			
Trade payables	29	**31,977**	26,711
Other payables and accruals	30	**27,128**	18,089
Borrowings	31	**61,060**	63,095
Income tax payable		**5,451**	1,713
		125,616	109,608
NET CURRENT ASSETS		**1,319,918**	972,638
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,545,787**	1,160,795
NON-CURRENT LIABILITIES			
Deferred tax liabilities	32	**28,459**	37,897
NET ASSETS		**1,517,328**	1,122,898
CAPITAL AND RESERVES			
Share capital	33	**245,177**	65,490
Reserves	34	**1,245,670**	1,028,674
Equity attributable to the owners of the Company		**1,490,847**	1,094,164
Non-controlling interests		**26,481**	28,734
TOTAL EQUITY		**1,517,328**	1,122,898

The consolidated financial statements on pages 30 to 98 were approved and authorised for issue by the board of directors on 31 December 2015, and signed on its behalf by:

Zhang Jinbing
Director

Wong Chi Ming, Jeffry
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 September 2015

	Attributable to the Company								
	Share capital HK$'000	Share premium HK$'000	Exchange reserve HK$'000	Statutory reserve HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interest HK$'000	Total HK$'000
At 1 October 2013	43,660	1,910,709	76,073	792	11	(44,482)	1,986,763	48,369	2,035,132
Total comprehensive expenses for the year	–	–	(12,631)	–	–	(1,052,066)	(1,064,697)	(13,985)	(1,078,682)
Eliminated on disposal of subsidiaries (Note 37(b))	–	–	–	–	–	–	–	(5,650)	(5,650)
Issue of shares upon open offer (Note 33)	21,830	150,268	–	–	–	–	172,098	–	172,098
At 30 September 2014	65,490	2,060,977	63,442	792	11	(1,096,548)	1,094,164	28,734	1,122,898
Total comprehensive expenses for the year	**–**	**–**	**(31,549)**	**–**	**–**	**(199,626)**	**(231,175)**	**(2,253)**	**(233,428)**
Issue of shares upon acquisition of subsidiaries (Note 36)	**16,235**	**124,547**	**–**	**–**	**–**	**–**	**140,782**	**–**	**140,782**
Issue of shares upon open offer (Note 33)	**163,452**	**323,624**	**–**	**–**	**–**	**–**	**487,076**	**–**	**487,076**
At 30 September 2015	**245,177**	**2,509,148**	**31,893**	**792**	**11**	**(1,296,174)**	**1,490,847**	**26,481**	**1,517,328**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2015

	2015 HK$'000	2014 HK$'000
OPERATING ACTIVITIES		
Loss before taxation	**(219,578)**	(1,150,447)
Adjustments for:		
Allowances for inventories write-down	**25,384**	–
Amortisation of intangible assets	**26,803**	12,415
Change in fair value of contingent consideration receivable	**(53,277)**	(4,739)
Fair value loss on held-for-trading investments	**42,316**	–
Depreciation of property, plant and equipment	**4,540**	8,719
Finance costs	**4,270**	3,117
Gain on disposal of property, plant and equipment	**(2)**	–
Loss on deregistration/disposal of subsidiaries	**146**	17,980
Impairment loss on goodwill	**79,317**	53,943
Impairment loss on trade and other receivables	**64,715**	39,100
Impairment loss on intangible assets	**37,369**	68,920
Impairment loss on property, plant and equipment	**25,247**	–
Interest income	**(2,175)**	(92)
Property, plant and equipment written-off	**80**	3,457
Operating cash flows before movements in working capital	**35,155**	(947,627)
(Increase) decrease in inventories	**(88,220)**	1,406,715
Decrease (increase) in trade and other receivables	**490,370**	(499,302)
Increase in loan receivables	**(203,000)**	–
Decrease in trade payables	**(45,128)**	(30,200)
Decrease in other payables and accruals	**(74,655)**	(46,349)
Cash from (used in) operating activities	**114,522**	(116,763)
Income tax paid	**(2,055)**	(12,677)
Net cash from (used in) operating activities	**112,467**	(129,440)
INVESTING ACTIVITIES		
Advance to a shareholder of a subsidiary	**(3,187)**	(1,972)
Interest received	**2,175**	92
Purchase of held-for-trading investments	**(109,185)**	–
Net cash inflow from acquisition of subsidiaries (Note 36)	**3,393**	–
Proceeds from disposal of property, plant and equipment	**307**	–
Proceeds from disposal of subsidiaries (Note 37b)	**–**	21,828
Loss on deregistration of subsidiaries	**(146)**	–
Purchases of property, plant and equipment	**(1,912)**	(7,398)
Net cash (used in) from investing activities	**(108,555)**	12,550
FINANCING ACTIVITIES		
Interest paid	**(4,270)**	(3,117)
Repayment of borrowings	**(61,060)**	(55,379)
New borrowings obtained	**61,060**	63,095
Proceeds from profit guarantee compensation	**60,000**	–
Proceeds from issue of open offer shares	**487,076**	172,098
Net cash from financing activities	**542,806**	176,697
NET INCREASE IN CASH AND CASH EQUIVALENTS	**546,718**	59,807
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**202,042**	142,872
Effect of foreign exchange rate changes	**10,179**	(637)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	**758,939**	202,042

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2015

1. CORPORATE INFORMATION

O Luxe Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The addresses of its registered office and principal place of business are disclosed in the corporate information section to the annual report.

With effect from 11 March 2015, the name of the Company was changed from Ming Fung Jewellery Group Limited to O Luxe Holdings Limited.

The functional currency of the Company and its subsidiaries (collectively referred to as the "Group") is Hong Kong dollars ("HK$") and for those subsidiaries established in the People's Republic of China (the "PRC") and Italy are Renminbi ("RMB") and Euro respectively. The consolidated financial statements are presented in Hong Kong dollars ("HK$") for the convenience of users of the consolidated financial statements as the Company is listed in Hong Kong.

The Company is engaged in investment holding and the principal activities of its subsidiaries are exports and domestic trading, retail and wholesale of jewellery products, writing instruments and watches, mining, money lending and securities investments.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND NEW HONG KONG COMPANIES ORDINANCE

The Group has applied, for the first time in the current year, the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and a new interpretation.

Amendments to HKFRSs	Annual improvements to HKFRSs 2010–2012 Cycle
Amendments to HKFRSs	Annual improvements to HKFRSs 2011–2013 Cycle
Amendments to HKAS 19	Defined benefit plans: Employee contributions
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities
Amendments to HKAS 32	Offsetting financial assets and financial liabilities
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting
HK(IFRIC)-Int 21	Levies

The application of the amendments to HKFRSs and a new interpretation in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statement.

Part 9 of Hong Kong Companies Ordinance (Cap. 622)

In addition, the annual report requirements of Part 9 "Accounts and Audit" of the Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year. As a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND NEW HONG KONG COMPANIES ORDINANCE *(continued)*

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs, amendments to HKFRSs and interpretation that have been issued but not yet effective:

HKFRS 9	Financial instruments[1]
HKFRS 14	Regulatory deferral accounts[2]
HKFRS 15	Revenue from contracts with customers[3]
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations[4]
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation[4]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants[4]
Amendments to HKAS 27	Equity method in separate financial statements[4]
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture[4]
Amendments to HKAS 1	Disclosure initiative[4]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception[4]
Amendments to HKFRSs	Annual improvements to HKFRSs 2012–2014 Cycle[4]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
2 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
3 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
4 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.

HKFRS 9 "Financial instruments"

A final version of HKFRS 9 (that includes classification and measurement of financial assets and financial liabilities, impairment and general hedge accounting) was issued in 2014.

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 "Financial instruments: Recognition and measurement" are subsequently measured at amortised cost or fair value. Debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods.

- An expected loss model (rather than an incurred loss model) has been adopted by HKFRS 9.

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND NEW HONG KONG COMPANIES ORDINANCE *(continued)*

New and revised HKFRSs issued but not yet effective *(continued)*

HKFRS 9 "Financial instruments" *(continued)*

The directors of the Company will assess the impact of the application of HKFRS 9. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 9 until the Group performs a detailed review.

HKFRS 15 "Revenue from contracts with customers"

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 "Revenue", HKAS 11 "Construction contracts" and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company anticipate that the HKFRS 15 may have significant impact on amounts reported in the consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The directors of the Company do not anticipate that the application of the other new and revised HKFRSs will have a material impact on the Group's consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 — inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 — inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — inputs are unobservable inputs for the asset or liability. The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its powers to affect its returns.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Basic of consolidation *(continued)*

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations *(continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised as of that date.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less any accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less accumulated impairment losses, if any.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for external customers' returns, rebates and other similar allowances.

(i) Revenue from the sale of products is recognised when the goods are delivered and title have passed, at which point the customer has accepted the products and collectability of the related receivable is reasonably assured.

(ii) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Equity-settled share-based payment transactions

Share options granted to employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payment reserve.

For share options that vest immediately at the date of grant, the fair value of the share options immediately to profit or loss. When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated losses.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets are classified into the following specified categories: loans and receivables or financial assets at fair value through profit or loss ("FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held-for-trading as it is designated as at FVTPL on initial recognition:

A financial asset is classified as held-for-trading if:

- it has been acquired principally for the purpose of selling in the near term; or

- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit taking; or

- it is a derivative that is not designated and effective as a hedging instrument; or

A financial asset other than a financial asset held-for-trading may be designated as at FVTPL upon initial recognition: or

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 "Financial Instruments: Recognition and Measurement" permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. Fair value is determined in the manner described in Note 7.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, loan receivables, other receivables, amount due from a shareholder of a subsidiary and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Impairment on financial assets

Financial assets, other than those of FVTPL, at are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables and other receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

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

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

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial instruments *(continued)*

Equity instruments

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

Other financial liabilities

Other financial liabilities including trade payables, other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses, being their value at the date of the valuation less subsequent amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Mining rights

The cost of mining rights acquired in a business combination is the fair value at the date of acquisition. Mining rights are reclassified from exploration and evaluation assets at the carrying amount when the technical feasibility and commercial viability of extracting mineral resources are demonstrable. Mining rights with finite useful lives are carried at costs less accumulated amortisation and any impairment.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance leases) and buildings held for use in the production or supply of goods, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method and reducing-balance method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The principal annual rates used for this purpose are as follows:

Reducing-balance method:	
Leasehold improvement	20% or at a percentage equals to the reciprocal of the unexpired lease period of the leasehold land, whichever is larger
Plant and machinery	15%
Furniture, fixtures and office equipment	15%–20%
Motor vehicles	15%–20%
Straight-line method:	
Leasehold improvement	50% or at a percentage equals to the reciprocal of the unexpired lease period of the leasehold land, whichever is larger
Furniture, fixtures and office equipment	20%–32%
Leasehold land and buildings	5% or over the remaining period of respective leases where shorter
Motor vehicles	15%–24%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out or specific identification method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and classified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Bank balances and cash

Bank balances and cash comprise cash at bank and on hand with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalent consist of cash as defined above.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties

A related party is a person or entity that is related to the entity that is preparing its financial statements ("reporting entity").

(a) A person or a close member of that person's family is related to a reporting entity if that person:

(i) has control or joint control over the reporting entity;

(ii) has significant influence over the reporting entity; or

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

(b) An entity is related to a reporting entity if any of the following conditions applies:

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

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

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

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

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

(vi) The entity is controlled or jointly controlled by a person identified in (a).

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgment in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Renewal of mining right permits

The Group owns a mining right permit that will be expired in years 2016 to 2017, the renewal is subject to the approval by the relevant PRC authorities. In the opinion of the directors, the Group will be entitled to renew its mining right permits upon the expiration at minimal costs.

If the Group is unable to obtain approval for renewal upon their expiry, the carrying amount of the mining rights of approximately HK$86,877,000 (2014: HK$90,925,000) may be significant reduced, or it will write-off or write-down the carrying amounts of the mining rights, and significant impairment loss might be recognised.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Key sources of estimation uncertainty

Followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of receivables

Impairment of receivables is made based on an assessment of the recoverability of trade and other receivables and the timing of their recovery. The identification of impairment of receivables requires management judgement and estimation. Where the actual outcome or expectation in future is different from the original estimates, the differences will impact on the carrying value of trade and other receivables and the amount of impairment/write-back of impairment in the periods in which the estimates have been changed. At 30 September 2015, the carrying amount of trade receivables was approximately HK$48,942,000 (2014: HK$592,568,000), net of impairment loss of approximately HK$69,668,000 (2014: HK$37,441,000) and other receivables was approximately HK$84,111,000 (2014: HK$33,383,000), net of impairment loss of approximately HK$34,106,000 (2014: HK$1,659,000).

(b) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(c) Estimated impairment of property, plant and equipment

The Group evaluates whether items of property, plant and equipment have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable, in accordance with the stated accounting policy. The recoverable amounts of cash generating units have been determined based on value in use calculations. These calculations require the use of estimates. An impairment loss of approximately HK$25,247,000 (2014: Nil) was recognised for the year ended 30 September 2015.

(d) Useful lives of intangible assets (other than goodwill)

The Group determines the estimated useful lives and related amortisation charges for the Group's intangible assets based on the historical experience of the actual useful lives of intangible assets of similar nature and functions as well as the contractual terms of intangible assets being purchased by the Group.

(e) Estimated impairment of intangible assets (other than goodwill)

The Group evaluates whether items of intangible assets have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable, in accordance with the stated accounting policy. The recoverable amounts of cash generating units have been determined based on value in use calculations. These calculations require the use of estimates. An impairment loss of approximately HK$37,369,000 (2014: HK$68,920,000) was recognised for the year.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Key sources of estimation uncertainty *(continued)*

(f) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market conditions and the historical experience of selling products of a similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles. Management reassesses these estimations at the end of the reporting period to ensure inventories are shown at the lower of cost and net realisable value. An allowance for inventory write-down of approximately HK$25,384,000 (2014: Nil) was provided for the year.

(g) Impairment review of goodwill

The Group tests annually for impairment review of goodwill in accordance with accounting policy as stated in Note 3. The recoverable amounts of cash-generating units have been determined based on the higher of the fair value less costs to sell and value in use calculation of the underlying assets, mainly properties. These calculations require the use of estimates, such as discount rates, future profitability and growth rates. An impairment loss of approximately HK$79,317,000 (2014: HK$53,943,000) was recognised for the year.

(h) Fair value of contingent consideration receivable

The directors of the Company use their judgment in selecting appropriate valuation techniques for contingent consideration receivable. A probability model, which is commonly used by market practitioners, has been applied for estimating the fair value of contingent consideration receivable. The estimation of fair values of the contingent consideration receivable are derived after taking into account the input and parameters, such as the probabilities, discount rate and settlement date etc. Change in fair value of approximately HK$53,277,000 (2014: HK$4,739,000) was recognised for the year.

(i) Fair value of identifiable assets and liabilities acquired through business combination

The group applies acquisition method to account for business combinations, which requires the Group to record assets and liabilities assumed at their fair values on the date of acquisition. Significant judgements is made to estimate the fair values of the assets and liabilities acquired.

(j) Income taxes

There are transactions and calculations relating to the Group's ordinary business activities for which the ultimate tax determination is uncertain and judgment is required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Groups overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 31, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The Group monitors its capital structure and make adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, issue new shares, raise new debt financing or sell assets to reduce debts.

The gearing ratio at the end of the reporting period was as follows:

	2015	2014
	HK$'000	HK$'000
Debts (Note i)	**61,060**	63,095
Bank balances and cash	**(758,939)**	(202,042)
Net cash	**(697,879)**	(138,947)
Equity (Note ii)	**1,490,847**	1,094,164
Net debt to equity ratio (Note iii)	**N/A**	N/A

Notes:

(i) Debts comprise short-term borrowings as detailed in Note 31.

(ii) Equity includes all capital and reserves attributable to owners of the Company.

(iii) As the Group had a net cash position at 30 September 2015 and 2014, the Group's gearing ratio as at that date were not applicable.

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2015 HK$'000	2014 HK$'000
Financial assets:		
Contingent consideration receivable	**63,771**	118,246
Fair value through profit and loss		
— Held-for-trading investments	**66,869**	–
Loan and receivables (including bank balances and cash)	**1,092,232**	800,501
	1,222,872	918,747
Financial liabilities:		
Financial liabilities at amortised cost	**98,319**	103,548

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include contingent consideration receivable, held-for-trading investments, trade receivables, loan receivables, other receivables, amount due from a shareholder of a subsidiary, bank balances and cash, trade payables, other payables and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign exchange risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Foreign exchange risk

The Group's sales and purchases during the year were mostly denominated in Hong Kong dollars, Renminbi and Euro. The Group was exposed to certain foreign currency exchange risks but it does not anticipate future currency fluctuations to cause material operational difficulties or liquidity problems. However, the Group continuously monitors its foreign exchange position and, when necessary, will hedge foreign exchange exposure arising from contractual commitments in sourcing products from overseas suppliers.

At 30 September 2015 and 2014, the Group entities have no significant assets or liabilities denominated in currency other than Hong Kong dollars, Renminbi and Euro.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Market risk *(continued)*

(ii) Interest rate risk

The Group's interest rate risk arises primarily from borrowings and bank deposits. Borrowings bearing variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The exposure to interest rates for the Group's short term bank deposits is considered immaterial.

The Group will review whether bank loans bearing floating rates should be drawn from time to time with reference to the trend of changes in interest rates. The interest rates and repayment terms of borrowings and bank balances and cash of the Group are disclosed in Notes 31 and 28 respectively. The Group currently does not have an interest rate hedging policy.

However, the directors monitor interest rate change exposure and will consider hedging significant interest rate exchange exposure should the need arises. The policies to management interest rate risk have been followed by the Group since prior year and are considered to be effective.

Sensitivity analysis

As of 30 September 2015, it is estimated that a general 100 basis point increase or decrease in interest rates, with all other variables held constant, would increase or decrease the Company's loss for the year ended 30 September 2015 and accumulated losses by approximately HK$611,000 (2014: HK$631,000).

The above sensitivity analysis has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents directors' assessment of a reasonably possible change in interest rates over the period until the next reporting period. The analysis was performed on the same basis for the year ended 30 September 2014.

(iii) Other price risk

The Group is engaged in the sale of jewellery including gold products. The Group's exposure to commodity risk relates to the market price fluctuation in gold which is minimum for this year since the gold mines have not yet started production.

The Group is also exposed to equity price risk through its held-for-trading investments. The management manages this exposure by maintaining a portfolio of investment with different risks.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to price risks at the end of the reporting period.

If the prices of the respective equity securities have been 5% higher/lower and all other variables were constant, the Group's loss for the year ended 30 September 2015 would decrease/increase by approximately HK$3,343,000 (2014: Nil) as a result of the changes in fair values of held-for-trading investments.

In addition, the management will closely monitor the price risk and will consider hedging the risk exposure should the need arise.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk

The Group has no concentration of credit risk and has policies in place to ensure that the sales of products are made to customers with appropriate credit history and the Group performs credit evaluation of its customers.

Retail sales are usually made in cash, credit cards or through reputable and dispersed department stores. Majority of trade receivables are with wholesale customers having an appropriate credit history and at credit terms of 30 to 120 days. Normally the Group does not require collaterals from trade debtors. The existing debtors have no significant defaults in the past. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables, if any, has been made.

For loan receivables, the Group's management manages and analyses the credit risk for each of their new and existing customers before standard payment terms and conditions are offered. The management assesses the credit quality of each customer based on the customer's background information, financial position, past experience and other relevant factors. The Group also reviews from time to time the financial conditions of customers.

The Group's concentration of credit risk by geographical locations is mainly in Asia (including PRC), which accounted for 95% (2014: 99%) of the total trade receivables as at 30 September 2015.

At 30 September 2015, the Group has concentration of credit risk as 25% (2014: 21%) and 58% (2014: 93%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies and authorised banks in the Hong Kong, PRC and Italy with high-credit rating.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group aims to maintain flexibility in funding by keeping committed credit lines available.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, borrowings with a repayment on demand clause are included in the earliest time based regardless of the probability of the choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

	At 30 September 2015		At 30 September 2014	
	On demand or less than 1 year and total undiscounted cash flow	**Carrying amount**	On demand or less than 1 year and total undiscounted cash flows	Carrying amount
	HK$'000	**HK$'000**	HK$'000	HK$'000
Trade payables	**31,977**	**31,977**	26,711	26,711
Other payables	**5,282**	**5,282**	13,742	13,742
Borrowings	**65,330**	**61,060**	67,637	63,095
	102,589	**98,319**	108,090	103,548

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices, respectively;

- the fair value of other financial assets and financial liabilities (excluding held-for-trading investments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments; and

- the fair value of held-for-trading investments is calculated using quoted prices. Where such prices are not available, the fair value is estimated using discounted cash flow analysis and the applicable curve for the duration of the instruments. For contingent consideration receivable, the fair value is estimated using a probability model.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values due to their short-term maturities.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 — fair value measurement are those derived from quoted price (unadjusted) in active market for identical assets or liabilities.

Level 2 — fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Fair value *(continued)*

Fair value hierarchy at 30 September:

	Level 1		Level 2		Level 3		Total	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Contingent consideration receivable	**–**	–	**–**	–	**63,771**	118,246	**63,771**	118,246
Financial assets held at FVTPL								
— Held-for-trading investments	**66,869**	–	**–**	–	**–**	–	**66,869**	–

During the two years ended 30 September 2015 and 2014, there were no transfer between Level 1, 2 and 3.

8. SEGMENT INFORMATION

Information reported to the board of directors, being the chief operating decision marker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- Exports segment — export of manufactured jewellery products and writing instruments;
- Domestic segment — trading of jewellery products and watches for the Group's retail and wholesale business in Asia;
- Mining segment — the mining, exploration and sale of gold resources;
- Money lending segment — provision of loan finance; and
- Securities investments segment — trading of listed securities.

8. SEGMENT INFORMATION *(continued)*

(a) Segment revenues and results

The following is an analysis of the Group's revenue and result by reportable and operating segments.

For the year ended 30 September

	Exports		Domestic		Mining		Money lending		Securities investments		Total	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Segment revenue:												
External sales	12,410	19,489	345,531	1,187,616	–	–	7,260	–	–	–	365,201	1,207,105
Segment results	(49,349)	(67,243)	(178,490)	(1,034,249)	(2,519)	(31,665)	3,648	–	(42,316)	–	(269,026)	(1,133,157)
Unallocated corporate income and expenses											49,448	(17,290)
Loss before taxation											(219,578)	(1,150,447)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment results represent the results earned by each segment without allocation of change in fair value of contingent consideration receivable, loss on deregistration/disposal of subsidiaries, central administration costs, directors' salaries, interest income and finance costs. This is the measure reported to the chief operating decision makers, being the directors of the Company, for the purposes of resource allocation and assessment of segment performance.

8. SEGMENT INFORMATION *(continued)*

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

At 30 September

	Exports		Domestic		Mining		Money lending		Securities investments		Total	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
ASSETS												
Segment assets	**23,250**	77,707	**396,596**	775,495	**88,346**	93,781	**206,877**	–	**66,869**	–	**781,938**	946,983
Unallocated segment assets											**889,465**	323,420
Total assets											**1,671,403**	1,270,403
LIABILITIES												
Segment liabilities	**8,523**	10,170	**46,957**	30,646	**948**	1,002	**–**	–	**–**	–	**56,428**	41,818
Unallocated segment Liabilities											**97,647**	105,687
Total liabilities											**154,075**	147,505

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments, other than contingent consideration receivables, amount due from a shareholder of a subsidiary and bank balances and cash.
- all liabilities are allocated to operating segments, other than borrowings, deferred tax liabilities and income tax payable.

8. SEGMENT INFORMATION *(continued)*

(c) Other segment information:

	Exports		Domestic		Mining		Money lending		Securities investments		Unallocated		Total	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Amounts included in the measure of segment profit or loss or segment assets														
Additions to non-current assets (Note)	**754**	2,697	**75,772**	4,701	**–**	–	**–**	–	**–**	–	**49**	–	**76,575**	7,398
Allowances for inventories write-down	**(9,174)**	–	**(16,210)**	–	**–**	–	**–**	–	**–**	–	**–**	–	**(25,384)**	–
Amortisation of intangible assets	**–**	–	**(26,803)**	(12,415)	**–**	–	**–**	–	**–**	–	**–**	–	**(26,803)**	(12,415)
Change in fair value of contingent consideration receivable	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	**53,277**	4,739	**53,277**	4,739
Depreciation of property, plant and equipment	**(2,147)**	(1,732)	**(2,256)**	(6,838)	**–**	–	**–**	–	**–**	–	**(137)**	(149)	**(4,540)**	(8,719)
Gain on disposal of property, plant and equipment	**–**	–	**2**	–	**–**	–	**–**	–	**–**	–	**–**	–	**2**	–
Impairment loss on goodwill	**–**	(19,882)	**(79,317)**	(34,061)	**–**	–	**–**	–	**–**	–	**–**	–	**(79,317)**	(53,943)
Impairment loss on intangible assets	**(5,981)**	(41,561)	**(30,238)**	–	**(1,150)**	(27,359)	**–**	–	**–**	–	**–**	–	**(37,369)**	(68,920)
Fair value loss on held-for-trading investments	**–**	–	**–**	–	**–**	–	**–**	–	**(42,316)**	–	**–**	–	**(42,316)**	–
Impairment loss of trade and other receivables	**(2,271)**	–	**(61,539)**	(37,441)	**–**	(1,659)	**–**	–	**–**	–	**(905)**	–	**(64,715)**	(39,100)
Property, plant and equipment written off	**(78)**	–	**–**	(3,457)	**(2)**	–	**–**	–	**–**	–	**–**	–	**(80)**	(3,457)
Impairment loss on property, plant and equipment	**(25,247)**	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	**(25,247)**	–
Loss on deregistration/disposal of subsidiary	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	**(146)**	(17,980)	**(146)**	(17,980)
Bad debt recovered	**–**	–	**803**	–	**–**	–	**–**	–	**–**	–	**–**	–	**803**	–
Amounts regularly provided to the chief operating decision makers but not included in the measure of segment profit or loss or segment assets														
Interest income	**33**	–	**2,142**	92	**–**	–	**–**	–	**–**	–	**–**	–	**2,175**	92
Interest expenses	**–**	–	**(4,270)**	(3,117)	**–**	–	**–**	–	**–**	–	**–**	–	**(4,270)**	(3,117)

Note: Non-current assets included property, plant and equipment and intangible assets.

8. SEGMENT INFORMATION *(continued)*

(d) Geographic information

The Group is domicile in Asia and the operations are principally located in the PRC and Hong Kong.

Information about the Group's revenue from external customers and non-current assets is presented based on the location of operations and geographical location of assets respectively.

	Revenue from external customers For the year ended 30 September		Non-current assets (Note) At 30 September	
	2015	2014	**2015**	2014
	HK$'000	HK$'000	**HK$'000**	HK$'000
Europe	**12,410**	19,489	**10,806**	48,781
Asia (including the PRC)	**352,791**	1,187,616	**151,292**	139,376
	365,201	1,207,105	**162,098**	188,157

Note: Non-current assets excluded contingent consideration receivable.

(e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group as follows:

		2015	2014
		HK$'000	HK$'000
Customer A	Revenue generated from the domestic segment	**39,462**	143,751
Customer B	Revenue generated from the domestic segment	**–**	141,909

9. REVENUE

Revenue of the Group comprises the following:

	2015	2014
	HK$'000	HK$'000
Sales of goods	**357,941**	1,207,105
Interest income on loan financing	**7,260**	–
	365,201	1,207,105

10. OTHER REVENUE AND NET GAINS

	2015 HK$'000	2014 HK$'000
Other revenue:		
Bank interest income	**2,175**	92
Bad debts recovered	**803**	–
Gain on contingent consideration receivable (Note 22)	**1,754**	–
Watch repairing services	**2,721**	–
Sundry income	**1,629**	217
	9,082	309
Other net gain:		
Gain on disposal of property, plant and equipment	**2**	–
	9,084	309

11. LOSS FROM OPERATING ACTIVITIES

Loss from operating activities is arrived at after charging:

	2015 HK$'000	2014 HK$'000
Staff costs (excluding directors' remuneration):		
Wages, salaries and other benefits	**18,207**	17,779
Retirement benefits scheme contributions	**523**	2,163
	18,730	19,942
Auditor's remuneration	**2,080**	1,748
Cost of inventories sold	**258,469**	2,069,595
Inventories write-down (included in cost of sales)	**25,384**	–
Depreciation of property, plant and equipment	**4,540**	8,719
Minimum lease payments under operating leases on leasehold land and buildings	**11,037**	6,951

12. FINANCE COSTS

	2015 HK$'000	2014 HK$'000
Interest expenses on:		
— bank loans wholly repayable within 5 years	**4,270**	3,117

13. INCOME TAX CREDIT

	2015 HK$'000	2014 HK$'000
The income tax credit comprises:		
Current year		
— Hong Kong Profits Tax	**3,057**	1,679
— Overseas taxation	**(6)**	121
— PRC Enterprise Income Tax	**2,771**	10,314
	5,822	12,114
(Over) under-provision in previous years:		
— Hong Kong Profits Tax	**(47)**	–
— Overseas taxation	**–**	(73,117)
— PRC Enterprise Income Tax	**18**	69
Deferred taxation	**(19,750)**	(23,419)
Income tax credit for the year	**(13,957)**	(84,353)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the two years ended 30 September 2015 and 2014.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the Group's subsidiaries in the PRC is 25% from 1 January 2008 onwards.

13. INCOME TAX CREDIT *(continued)*

The income tax credit for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2015 HK$'000	2014 HK$'000
Loss before taxation	**(219,578)**	(1,150,447)
Tax at the domestic income tax rate of 16.5%	**(36,230)**	(189,824)
Effect of different rates of subsidiaries operating in other jurisdictions	**(10,421)**	(12,733)
Tax effect of expenses not deductible for tax purpose	**41,846**	198,274
Unrecognised temporary difference	**17**	–
Tax effect of income not subject to tax purpose	**(9,080)**	(7,022)
One-off tax deduction	**(60)**	–
Over-provision in previous years	**(29)**	(73,048)
Income tax credit for the year	**(13,957)**	(84,353)

14. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of approximately HK$199,626,000 (2014: HK$1,052,066,000) divided by the weighted average number of ordinary shares of 1,692,290,710 (2014: 757,613,229) in issue during the year.

The weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per share in 2014 has been adjusted for the share consolidation and open offer as completed and disclosed in the announcement of the Company dated 23 April 2015.

The computation of diluted loss per share for the years ended 30 September 2015 and 2014 is the same as the basic loss per share because the Company had no dilutive potential shares.

15. STAFF COSTS (INCLUDING DIRECTORS' REMUNERATION)

	2015 HK$'000	2014 HK$'000
Salaries and other benefits	**20,389**	18,299
Retirement benefit scheme contributions	**550**	2,163
	20,939	20,462

15. STAFF COSTS (INCLUDING DIRECTORS' REMUNERATION) *(continued)*

Hong Kong

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK$30,000 (2014: HK$30,000). Apart from the mandatory contributions, the employer would make monthly voluntary contributions. The aggregate of the mandatory and voluntary contributions made by the employer represents 5% of the basic salary of the employees. Mandatory contributions to the plan vest immediately. Where there are employees who leave the Group prior to vesting fully in the voluntary contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. During the year ended 30 September 2015, a total contribution of approximately HK$397,000 (2014: HK$135,000) was made by the Group in respect of this scheme.

PRC

The employees employed in PRC subsidiaries are members of the state-managed retirement benefits schemes operated by the China government. The PRC subsidiaries are required to contribute to the retirement benefits schemes based on a certain percentage of their payroll to fund the benefits. The only obligation of the Group with respect to these retirement benefits schemes is to make the required contributions under the schemes. During the year ended 30 September 2015, a total contribution of approximately HK$153,000 (2014: HK$2,028,000) was made by the Group in respect of this scheme.

The Group has no other material obligation for payment of retirement benefits beyond the annual contributions as described above.

16. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company dealt with in the financial statements of the Company was approximately HK$1,256,376,000 (2014: HK$16,695,000).

17. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND SENIOR MANAGEMENT'S REMUNERATION

The emoluments paid or payable to each of the 9 (2014: 5) directors were as follows:

	2015			
	Fee HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive directors				
Mr. Zhang Jinbing *(Chairman)* (appointed on 9 January 2015 and redesignated on 12 June 2015)	–	1,782	27	1,809
Mr. Wong Chi Ming, Jeffry *(Chief Executive Officer)* (redesignated on 12 June 2015)	–	–	–	–
Mr. Yu Fei, Philip	100	–	–	100
Independent non-executive directors				
Dr. Li Yifei (appointed on 7 May 2015)	–	–	–	–
Mr. Tam Ping Kuen, Daniel	100	–	–	100
Mr. Jiang Chao (resigned on 5 February 2015)	36	–	–	36
Ms. Chu Wai Fan (resigned on 15 October 2015)	100	–	–	100
Dr. Zhu Zhengfu (appointed on 7 May 2015)	–	–	–	–
Dr. Willinge Garry Alides (appointed on 9 January 2015 and resigned on 31 August 2015)	64	–	–	64
	400	1,782	27	2,209

17. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND SENIOR MANAGEMENT'S REMUNERATION *(continued)*

	2014			
	Fee HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive directors				
Mr. Wong Chi Ming, Jeffry *(Chairman)*	–	120	–	120
Mr. Yu Fei, Philip	100	–	–	100
Independent non-executive directors				
Mr. Tam Ping Kuen, Daniel	100	–	–	100
Mr. Jiang Chao	100	–	–	100
Ms. Chu Wai Fan	100	–	–	100
	400	120	–	520

Mr. Wong Chi Ming, Jeffry is also the chief executive officer of the Company in 2015 and his emoluments disclosed above include those rendered by him as chief executive officer.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2014: Nil).

During the year, no emoluments were paid by the Group to the directors or any of the 5 highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office (2014: Nil).

Of the five individuals with the highest emoluments in the Group, one (2014: none) was director of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining four (2014: five) individuals are as follows:

	2015 HK$'000	2014 HK$'000
Salaries, allowance and benefit in kind	**4,010**	2,089
Retirement benefits scheme contributions	**72**	77
	4,082	2,166

Their emoluments were within the following band:

	Number of employees	
	2015	2014
Nil to HK$1,000,000	**2**	5
HK$1,000,001 to HK$1,500,000	**2**	–
	4	5

18. INTANGIBLE ASSETS

	Mining rights HK$'000 (Note i)	Distribution rights HK$'000 (Note ii)	Trademarks HK$'000 (Note iii)	Total HK$'000
Cost				
At 1 October 2013	352,620	55,150	48,466	456,236
Exchange realignment	(1,447)	(226)	(2,859)	(4,532)
At 30 September 2014	351,173	54,924	45,607	451,704
Exchange realignment	(11,326)	(1,771)	(5,310)	(18,407)
Additions through acquisition of subsidiaries (Note 36)	–	72,787	–	72,787
At 30 September 2015	339,847	125,940	40,297	506,084
Accumulated amortisation and impairment losses				
At 1 October 2013	233,802	29,137	–	262,939
Exchange realignment	(913)	(92)	(2,683)	(3,688)
Provided for the year	–	12,415	–	12,415
Impairment loss recognised	27,359	–	41,561	68,920
At 30 September 2014	260,248	41,460	38,878	340,586
Exchange realignment	(8,428)	(1,555)	(4,562)	(14,545)
Provided for the year	–	26,803	–	26,803
Impairment loss recognised	1,150	30,238	5,981	37,369
At 30 September 2015	252,970	96,946	40,297	390,213
Carrying amount				
At 30 September 2015	86,877	28,994	–	115,871
At 30 September 2014	90,925	13,464	6,729	111,118

18. INTANGIBLE ASSETS *(continued)*

Notes:

i. The Group obtained the mining rights granted by 赤峰市國土資源局 for the exploration of gold mine in certain area in Inner Mongolia in the PRC as part of a business combination in prior years. No amortisation was provided for the years ended 30 September 2015 and 2014 as the gold mines are still in a development stage and no mining activities are conducted.

At 30 September 2015, the management has engaged an independent professional valuer, Grant Sherman Appraisal Limited ("Grant Sherman"), to carry out valuations on the mining rights for the purposes of an impairment review on the mining rights. As the future income stream was still uncertain, Grant Sherman adopted the market based approach, and the recoverable amount was determined based on the fair value less cost to sell. Fair value less cost to sell was determined in a similar manner as in 2014. Based on the valuation report, an impairment loss of approximately HK$1,150,000 (2014: HK$27,359,000) was recognised for the year ended 30 September 2015.

ii. The distribution rights consist of:

(a) The distribution rights were related to an exclusive distributor to use the Gucci Marks in connection with the marketing, distribution, advertising, promoting and sale of the products in Hong Kong, Macau and the PRC in accordance with the distribution agreement signed between Luxury Timepieces (HK) Limited and Shenzhen Qijingda. The distribution agreement was for a five year period commencing from 1 January 2011. Amortisation is provided by using the straight line method over its remaining useful life. Based on valuation report prepared by Grant Sherman, no impairment loss was recognised for the year ended 30 September 2015 (2014: Nil).

(b) The distribution rights were acquired as part of a business combination in this year relating to an exclusive right of the products of "GIRARD-PERREGAUX" and "JEANRICHARD" (collectively, the "Brands") in Hong Kong, Macau, the PRC and Taiwan in accordance with the distribution agreement signed between Sowind SA and Swiss Mechanical Times (Hong Kong) Limited. The distribution agreement was for a two year period commencing from 31 December 2014 assuming it would be renewable for further two years. Amortisation is provided by using straight line method over its remaining life. The management engaged Grant Sherman to carry out valuation on the distribution right for impairment review purpose. Grant Sherman adopted Multiperiod Excess Earnings Method ("MPEEM") of an income based approach using expected cash flow projection based on financial budgets, approved by management covering the period of 3.3 years up to the expiry of the distribution agreement. Based on the valuation report prepared by Grant Sherman, an impairment loss of approximately HK$30,238,000 was recognised during the year ended 30 September 2015.

The major factors leading to a significant impairment loss being recognised for the year is mainly attributed to a significant decrease in the future income streams resulting from:

- sudden and wild Swiss Franc appreciation that happened on 15 January 2015 and this sudden appreciation led to substantial corresponding depreciation of the Euro and Yen. As a result, Europe and Japan prices of the Brands are at least 20% cheaper than those in the PRC, Hong Kong and Taiwan. The dealers in the said regions therefore refused to purchase to the new products from the Group. The distribution business is stalled.

Details of the reasons and events leading to the impairment were disclosed in the Company's announcement dated 13 August 2015.

Key assumptions used in the calculation of value of the distribution rights were discount rate, growth rate and budgeted revenue. The discount rate used 34.3% was a pre-tax measure based on the risk-free rate obtained from the yield on 10-year bonds issued by the government in the relevant market, adjusted for a risk premium to reflect specific risks relating to the cash-generating units. Budgeted revenue has been based on past experience and future expectations in the light of anticipated economic and market conditions.

18. INTANGIBLE ASSETS *(continued)*

Notes: *(continued)*

iii. The trademarks were acquired as part of a business combination in prior years and are registered in Europe for selling various types of consumer goods, mainly luxury products under the trademark "Omas". As the remaining useful life of the trademark ranged from six to eight years, and are entitled for renewal after expiry, the trademarks is considered by the management as having an infinitive useful life. The trademarks will not be amortised until its useful life is determined to be finite.

As stated in Note 44, the Group's subsidiary owned the trademarks in Italy went to liquidation after the reporting period, and the carrying amount of trademark of approximately HK$5,981,000 at 30 September 2015 was accordingly fully impaired for the year ended 30 September 2015.

For the year ended 30 September 2014, based on the valuation report prepared by Grant Sherman, an impairment loss of approximately HK$41,561,000 was recognised for that year.

19. EXPLORATION AND EVALUATION ASSETS

Cost

	HK$'000
At 1 October 2013	106,024
Exchange realignment	(57)
Disposal of a subsidiary (Note 37(b)(iii))	(105,967)
At 30 September 2014 and 2015	–
Accumulated impairment losses	
At 1 October 2013	103,978
Eliminated on disposal of a subsidiary (Note 37(b)(iii))	(103,978)
At 30 September 2014 and 2015	–
Carrying amount:	
At 30 September 2015	–
At 30 September 2014	–

On 19 September 2014, the Group entered into a conditional sale and purchase agreement to dispose of its entire equity interest in the subsidiary which held the exploration and evaluation assets. Details of disposal of subsidiary are set of in Note 37(b)(iii).

20. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings HK$'000 (note i)	Leasehold improvement HK$'000	Plant and machinery HK$'000	Furniture, fixtures and office equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost						
At 1 October 2013	43,115	11,361	1,853	5,259	9,714	71,302
Exchange realignment	(2,457)	(32)	(152)	(179)	(50)	(2,870)
Additions	–	4,172	2,663	563	–	7,398
Disposal of subsidiaries (Note 37(b))	(1,389)	(1,666)	–	(1,875)	(4,140)	(9,070)
Written off (note ii)	–	(5,915)	–	–	–	(5,915)
At 30 September 2014	39,269	7,920	4,364	3,768	5,524	60,845
Exchange realignment	(4,627)	(247)	(407)	(323)	–	(5,604)
Additions	–	943	628	341	–	1,912
Additions through acquisition of subsidiaries (Note 36)	–	1,454	–	422	–	1,876
Disposals	–	(160)	(158)	(21)	–	(339)
Written off (note ii)	–	–	(78)	(2)	–	(80)
At 30 September 2015	34,642	9,910	4,349	4,185	5,524	58,610
Accumulated depreciation and impairment losses						
At 1 October 2013	967	4,553	1,172	2,196	3,399	12,287
Exchange realignment	(87)	(9)	(59)	(57)	(50)	(262)
Provided for the year	610	5,200	974	535	1,400	8,719
Eliminated on disposal of subsidiaries	(137)	(1,189)	–	(1,135)	(2,464)	(4,925)
Eliminated on written off	–	(2,458)	–	–	–	(2,458)
At 30 September 2014	1,353	6,097	2,087	1,539	2,285	13,361
Exchange realignment	(572)	(221)	(208)	(175)	–	(1,176)
Provided for the year	1,252	1,795	775	236	482	4,540
Disposals	–	–	(32)	(2)	–	(34)
Impairment loss recognised (note iii)	21,803	–	1,727	1,717	–	25,247
At 30 September 2015	23,836	7,671	4,349	3,315	2,767	41,938
Carrying amount						
At 30 September 2015	10,806	2,239	–	870	2,757	16,672
At 30 September 2014	37,916	1,823	2,277	2,229	3,239	47,484

Note:

(i) The leasehold land and buildings with a carrying amount of approximately HK$10,806,000 (2014: HK$37,916,000) is situated outside of Hong Kong and held under a long lease (2014: long lease).

(ii) During the year ended 30 September 2015, the net carrying values of the Group's property, plant and equipment amounting to approximately HK$80,000 (2014: HK$3,457,000) were written off due to obsolescence.

(iii) As stated in Note 44, the Group's subsidiary in Italy went to liquidation after the reporting period, and an impairment loss of approximately HK$25,247,000 (2014: Nil) was recognised for the year ended 30 September 2015.

21. GOODWILL

	HK$'000
Cost	
At 1 October 2013	675,520
Derecognised on disposal of a subsidiary	(11,569)
At 30 September 2014	663,951
Acquisition of subsidiaries (Note 36)	79,317
At 30 September 2015	743,268
Accumulated impairment losses	
At 1 October 2013	592,022
Recognised for the year	53,943
Derecognised on disposal of a subsidiary	(11,569)
At 30 September 2014	634,396
Recognised for the year	79,317
At 30 September 2015	713,713
Carrying amount	
At 30 September 2015	29,555
At 30 September 2014	29,555

Impairment test:

Goodwill set out above has been allocated to the individual cash generating units ("CGU") as at 30 September 2015. The carrying amounts of goodwill (net of accumulated impairment losses) at the end of the reporting period allocated to these are as follows:

	2015 **HK$'000**	2014 HK$'000
Export	**–**	–
Domestic — Sinoforce Group	**–**	–
Domestic — Other	**29,555**	29,555
Mining	**–**	–
	29,555	29,555

21. GOODWILL *(continued)*

Export

The recoverable amount of the export CGU is the higher of the fair value less cost to sell or value-in-use. At 30 September 2014, the recoverable amount of this CGU was determined based on the fair value less costs to sell and based on the valuation report produced by Grant Sherman, the carrying amount of goodwill of approximately HK$19,882,000 at 30 September 2014, was fully impaired for that year.

Domestic — Sinoforce Group

The goodwill associated with Sinoforce Group arose when that business was acquired by the Group on 18 December 2014 (see Note 36).

The recoverable amount of the domestic CGU was based on its value-in-use calculation using cash flow projections based on financial budgets approved by management covering the period of 5 years.

Based on the revaluation report prepared by Grant Sherman on 20 May 2015, the carrying amount of the goodwill of approximately HK$79,317,000 at 31 March 2015 was fully impaired during the interim period ended 31 March 2015 and the year ended 30 September 2015.

The major factors leading to a significant impairment loss being recognised for the year is mainly attributed to a significant decrease in the future income streams of the CGU resulting from:

- Sudden and wild Swiss Franc appreciation that happened on 15 January 2015 and this sudden appreciation led to substantial corresponding depreciation of the Euro and Yen. As a result, Europe and Japan prices of the Brands are at least 20% cheaper than those in the PRC, Hong Kong and Taiwan. The dealers in the said regions therefore refused to purchase to the new products from the Group. The distribution business is stalled.

Details of the reasons and events leading to the impairment were disclosed in the Company's announcement dated 13 August 2015.

Key assumptions used in the calculation of value-in-use were discount rate, growth rate and budgeted revenue. The discount rate used 17.1% was a pre-tax measure based on the risk-free rate obtained from the yield on 10-year bonds issued by the government in the relevant market, adjusted for a risk premium to reflect specific risks relating to the CGUs. A growth rate ranging from 0% to 10% was used. Cash flow, beyond the five-year were projected by using a steady growth rate of 3%. Budgeted revenue has been based on past experience and future expectations in the light of anticipated economic and market conditions.

21. GOODWILL *(continued)*

Domestic — Other

The goodwill associated with Joy Charm Holdings Limited arose when that business was acquired by the Group on 8 June 2011.

The recoverable amount of the domestic CGU was based on its value-in-use calculation using cash flow projections based on financial budgets approved by management covering the period of 5 years. Value in use in 2015 was determined in a similar manner as in 2014.

Key assumptions used in the calculation of value-in-use were discount rate, growth rate and budgeted revenue. The discount rate used 26.1% (2014: 28.5%) was a pre-tax measure based on the risk-free rate obtained from the yield on 10-year bonds issued by the government in the relevant market, adjusted for a risk premium to reflect specific risks relating to the CGUs. A growth rate ranging from 3% to 5% (2014: 5% to 10%) was used. Cash flow, beyond the five-year were projected by using a steady growth rate of 3% (2014: 3%). Budgeted revenue has been based on past experience and future expectations in the light of anticipated economic and market conditions. Based on the valuation report prepared by Grant Sherman, no impairment loss was recognised for the year (2014: HK$34,061,000).

Mining

Goodwill allocated to this CGU was contributed by Chi Zhou Donghai Mining Development Company Limited (池州東海礦業發展有限公司) ("Chi Zhou") and Chi Feng Guo Jin Mining Company Limited (赤峰國金礦業有限公司) ("Chi Feng") that owns the exploration rights and mining rights in certain area in the PRC September 2014. As Chi Zhou was disposed during the year ended 30 September 2014, the goodwill allocated was therefore derecognised for that year.

The carrying amount of all CGU was determined to be lower than its recoverable amount. Based on the valuation report prepared by Grant Sherman, the carrying amount of goodwill allocated was fully impaired during the year ended 30 September 2013.

22. CONTINGENT CONSIDERATION RECEIVABLE

At fair value	Notes	HK$'000
At 1 October 2013		113,507
Change in fair value		4,739
At 30 September 2014	(i)	118,246
Compensation from profit guarantee	(i)	(120,000)
Gain on contingent consideration receivable	(i)	1,754
Acquisition of subsidiary	(ii)	10,494
Change in fair value		53,277
At 30 September 2015		63,771

Notes:

(i) The fair value of contingent consideration receivable is related to the acquisition of Omas Int'l and its former owner's profit guarantee for Omas Int'l's total net profits of HK$120,000,000 for the financial years ended 31 December 2012, 2013 and 2014. As the vendor of Omas Int'l had not met the profit guarantee, a compensation of HK$120,000,000 was obtained and a gain of approximately HK$1,754,000 (see Note 10) was therefore recognised from the difference arising upon settlement. During the year, HK$60,000,000 was received and the outstanding balance of HK$60,000,000 was included in other receivables at 30 September 2015 (see Note 24).

The receivable is unsecured and repayable within 12 months of the end of the profit guarantee period.

(ii) The fair value of the contingent consideration receivable is related to profit guarantee of HK$69,000,000 by the vendor of Sinoforce Group and Zhang Jinbing for three financial years ending 31 December 2015, 2016 and 2017 (see Note 36).

The fair value of the contingent consideration receivable at 30 September 2015 and 2014 are based on the valuations performed by Grant Sherman, using a Monte Carlo simulation and probability model respectively.

As the profit guarantee relating to the acquisition of Sinoforce Group, covers period of more than one year, hence there are more interactions to be assessed for the results. Monte Carlo simulation is therefore adopted as the simulation produces distribution of possible outcome values. By assuming probability distributions, variables can have different probabilities of different outcomes occurring. Probability distributions are a much more realistic way of describing uncertainty in variables of the result.

22. CONTINGENT CONSIDERATION RECEIVABLE *(continued)*

The variable and assumptions used in computing the fair value of the contingent consideration receivable are based on the management's best estimate. The value of the contingent consideration receivable varies with different variables of certain subjective assumptions.

Inputs into Monte Carlo simulation	**2015**
Profit guarantee amount	**HK$69,000,000**
Standardised SD of profit	**49.7%**
Number of iterations	**1,000,000**
Discount rate	**0.53%**
Time to settlement date	**2.67**

Inputs into probability model	2014
Profit guarantee amount	HK$120,000,000
Scenario	**Probability**
Optimistic	20%
Base	60%
Pessimistic	20%
Settlement date	7 January 2015
Discount rate	5.58%
Discount factor	0.985384

23. INVENTORIES

	2015 **HK$'000**	2014 HK$'000
Finished goods	**278,508**	134,029

The cost of inventories recognised as an expense includes approximately HK$25,384,000 (2014: Nil) in respect of write-downs of inventory to net realisable value. The business strategy was changed and some inventories sold at less than net realisable value which included in cost of sales for the year to state.

24. TRADE AND OTHER RECEIVABLES

	2015 HK$'000	2014 HK$'000
Trade receivables	**118,610**	630,009
Less: Impairment loss recognised	**(69,668)**	(37,441)
	48,942	592,568
Deposits	**6,284**	623
Prepayment and other receivables	**48,063**	34,419
Interest receivables	**3,870**	–
Amount due from a related party (Note)	**60,000**	–
	118,217	35,042
Less: Impairment loss recognised	**(34,106)**	(1,659)
	84,111	33,383
	133,053	625,951

Note: The amount represents the profit guarantee compensation due from Hengdeli International Company Limited and is interest free, unsecured and repayable on demand.

Certain trade receivables with carrying amount of HK$15,286,000 (2014: Nil) as at 30 September 2015 are pledged against short-term bank borrowings (see Note 31) granted to the Group.

The Group normally allows credit terms to established customers ranging from 30 to 120 days. In addition, for certain customers with long-established relationship and good past repayment histories, a longer credit period may be granted. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

24. TRADE AND OTHER RECEIVABLES *(continued)*

An aging analysis of the trade receivables at the end of the reporting period, based on the date of recognition of the sale, is as follows:

	2015	2014
	HK$'000	HK$'000
1–30 days	**39,791**	574,340
31–60 days	**4,248**	6,300
61–90 days	**1,687**	3,410
Over 90 days	**3,216**	8,518
	48,942	592,568

At 30 September 2015 and 2014, the analysis of trade receivables that were neither past due nor impaired are as follows:

			Past due but not impaired			
	Total	**Neither past due nor impaired**	**1–30 days**	**31–60 days**	**61–90 days**	**Over 90 days**
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 30 September 2015	48,942	39,791	4,248	1,687	3,185	31
At 30 September 2014	592,568	574,340	6,300	3,410	3,003	5,515

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

24. TRADE AND OTHER RECEIVABLES *(continued)*

Movements in impairment losses recognised in respect of trade receivables are as follows:

	2015 HK$'000	2014 HK$'000
At the beginning of the year	37,441	–
Exchange realignment	(28)	–
Recognised for the year	32,255	37,441
At the end of the year	69,668	37,441

Movements in impairment losses recognised in respect of other receivables are as follows:

	2015 HK$'000	2014 HK$'000
At the beginning of the year	1,659	–
Exchange realignment	(13)	–
Recognised for the year	32,460	1,659
At the end of the year	34,106	1,659

25. LOAN RECEIVABLES

	2015 HK$'000	2014 HK$'000
Loan receivables from money lending business	203,000	–

The Group seeks to maintain strict control over its outstanding loan receivables so as to minimise credit risk. The granting of loans is subject to approval by the management, whilst overdue balances are reviewed regularly for recoverability.

The customers are obliged to settle the amounts according to the terms set out in relevant contracts. Interest rates are offered based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collaterals as well as the general economic trends. The loan receivables charged interests at contract rates ranging approximately 12%–21.6% per annum and was entered with contractual maturity within 6–12 months.

25. LOAN RECEIVABLES *(continued)*

A maturity profile of the loan receivables as at the end of the reporting period, based on the maturity date, is as follows:

	2015 **HK$'000**	2014 HK$'000
Within 12 months	**203,000**	–

The loan receivables were neither past due nor impaired at the end of the reporting period. The directors of the Company are of the opinion that no provision for impairment is necessary in respect of this loan receivable as there has not been a significant change in credit quality and the balance is still considered fully recoverable.

26. HELD-FOR-TRADING INVESTMENTS

At fair value	**2015** **HK$'000**	2014 HK$'000
Listed securities:		
— Equity securities listed in Hong Kong	**66,869**	–

27. AMOUNT DUE FROM A SHAREHOLDER OF A SUBSIDIARY

The amount due from a shareholder of a subsidiary is unsecured, interest free and repayable on demand.

28. BANK BALANCES AND CASH

For the two years ended 30 September 2015 and 2014, bank balances represented short-term deposits with a maturity of three months or less. The interest rates ranged from 0.01% to 6% per annum (2014: 0.01% to 6% per annum).

At 30 September 2015, the Group's bank balances and cash denominated in RMB amounted to approximately RMB564,194,000 , equivalent to approximately HK$688,993,000 (2014: RMB145,824,000, equivalent to approximately HK$184,015,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations.

29. TRADE PAYABLES

The Group normally obtains credit terms ranging from 30 to 120 days from its suppliers.

An aging analysis of the trade payables at the end of the reporting period, based on the date of receipt of goods purchased, is as follows:

	2015 HK$'000	2014 HK$'000
1–30 days	**31,975**	26,188
31–60 days	**–**	23
61–90 days	**2**	51
Over 90 days	**–**	449
	31,977	26,711

30. OTHER PAYABLES AND ACCRUALS

	2015 HK$'000	2014 HK$'000
Accruals	**20,515**	4,347
Amount due to a related company (Note)	**3,043**	2,655
Other payables	**2,239**	11,087
Provision	**1,331**	–
	27,128	18,089

Note: The amount due to Hengdeli International Company Limited is interest free, unsecured and repayable on demand.

31. BORROWINGS

	2015 HK$'000	2014 HK$'000
Secured bank loans	**61,060**	–
Unsecured bank loans	**–**	63,095
	61,060	63,095

31. BORROWINGS *(continued)*

At 30 September 2015 and 2014, total current bank loans were repayable as follows:

	2015 **HK$'000**	2014 HK$'000
Carrying amounts repayable:		
On demand or within one year	**61,060**	63,095

The bank loans were secured by the Group's assets at their carrying amounts as follows:

	2015 **HK$'000**	2014 HK$'000
Trade receivables (see Note 24)	**15,286**	–

Bank loans bear interest at variable rates by reference to the People's Bank of China's lending rate, ranging from 5% to 7% per annum (2014: 7% to 8% per annum).

32. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

	Intangible assets HK$'000	**Leasehold buildings** HK$'000	**Total** HK$'000
At 1 October 2013	51,252	10,660	61,912
Exchange realignment	(223)	(373)	(596)
Credit to profit and loss	(22,994)	(425)	(23,419)
At 30 September 2014	28,035	9,862	37,897
Fair value adjustments arising from acquisition of subsidiaries (Note 36)	12,010	–	12,010
Exchange realignment	(990)	(708)	(1,698)
Credit to profit and loss	(12,639)	(7,111)	(19,750)
At 30 September 2015	26,416	2,043	28,459

Under the EIT Law of PRC, withholding tax is imposed on dividends in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards (the "Post-2008 Earnings"). Deferred taxation has not been provided for in the consolidation financial statements in respect of temporary difference attributable to the "Post-2008 Earnings" as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

33. SHARE CAPITAL

	Number of shares '000	Amount HK$'000
Ordinary shares		
Authorised:		
At 1 October 2013 and 30 September 2014 (HK$0.01 each)	10,000,000	100,000
Share consolidation (Note iii)	(9,000,000)	–
	1,000,000	100,000
Increased (Note iii)	9,000,000	900,000
At 30 September 2015 (HK$0.1 each)	10,000,000	1,000,000
Issued and fully paid:		
At 1 October 2013	4,366,027	43,660
Issue of shares upon open offer (Note i)	2,183,014	21,830
As 30 September 2014	6,549,041	65,490
Issues of shares by acquisition of subsidiaries (Note ii)	1,623,529	16,235
Share consolidation (Note iii)	(7,355,313)	–
Issue of shares upon open offer (Note iv)	1,634,514	163,452
At 30 September 2015	2,451,771	245,177

Notes:

(i) On 10 April 2014, the Company completed the open offer on the basis one offer share for every two shares held on the record date and 2,183,013,646 shares were issued. The net proceeds from the open offer was approximately HK$172,100,000 and would be used as general working capital for the Group.

(ii) On 18 December 2014, the Company issued of 1,623,529,411 consideration shares at a quoted market price of HK$0.087 for acquisition of 100% of the issued share capital of Sinoforce Group Limited (see Note 36).

(iii) There was capital reorganisation of the Company effected on 17 March 2015 which comprised (1) Share consolidation — it was implemented to consolidate every ten issued and unissued shares of par value of HK$0.01 each into one share ("Consolidated Share") of par value of HK$0.1 each; (2) increase in authorised capital from HK$100,000,000 dividend into 1,000,000,000 Consolidated Shares of par value of HK$0.1 each to HK$1,000,000,000 divided into 10,000,000,000 Consolidated Shares of par value of HK$0.1 each.

(iv) On 23 April 2015, the Company completed the open offer on the basis two offer shares for every one consolidated share held on the record date and 1,634,514,070 shares were issued. The net proceeds from the open offer was approximately HK$487,100,000 and would be used as general working capital for the Group.

(v) All shares issued during the year rank pari passu with the existing shares in all respects.

34. RESERVES

	Share premium HK$'000 (Note i)	Exchange reserve HK$'000 (Note ii)	Statutory reserve HK$'000 (Note iii)	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 October 2013	1,910,709	76,073	792	11	(44,482)	1,943,103
Total comprehensive expenses for the year	–	(12,631)	–	–	(1,052,066)	(1,064,697)
Issue of shares upon open offer	150,268	–	–	–	–	150,268
At 30 September 2014	2,060,977	63,442	792	11	(1,096,548)	1,028,674
Total comprehensive expenses for the year	–	(31,549)	–	–	(199,626)	(231,175)
Issue of shares upon acquisition of subsidiaries	124,547	–	–	–	–	124,547
Issue of shares upon open offer	323,624	–	–	–	–	323,624
At 30 September 2015	2,509,148	31,893	792	11	(1,296,174)	1,245,670

Notes:

(i) The share premium account of the Group includes: (i) the difference between the combined net asset value of the subsidiaries acquired pursuant to the group reorganisation on 12 August 2002 over the nominal value of the share capital of the Company issued in exchange therefor; (ii) the premium arising from the new issue; (iii) the premium arising from the capitalisation issue; and (iv) the premium arising from issue of shares upon exercise of share options scheme.

(ii) Exchange reserve is arising from the translation of foreign currencies in overseas subsidiaries from its functional currency to the Group's presentation currency.

(iii) The statutory reserve of the Group refers to the PRC statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax of the statutory financial statements of the PRC subsidiaries and the amount should not be less than 10% of the profit after tax unless the aggregate amount exceeded 50% of registered capital of the PRC subsidiaries. The statutory reserve fund can be used to make up prior years' losses of the PRC subsidiaries.

35. SHARE OPTIONS

The Company operates a share option scheme ("Scheme") for the purpose of providing incentives and rewards to eligible participants (including, inter alia, employees, directors, advisors and consultants) who contribute to the success of the Group's operations. The Scheme became effective on 3 September 2002 ("Old Scheme") for a ten year period and was adopted on 12 August 2002. The Old Scheme expired on 11 August 2012 and a new share option scheme was adopted by the shareholders on 1 March 2013 ("New Scheme") and unless otherwise cancelled or amended, will remain in force for 10 years from the date of adoption.

Details of the New Scheme are:

(a) The maximum number of shares issuable upon exercise of the options which may be granted under the New Scheme and any other share option scheme of the Group to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting;

(b) The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options or other expiry date(s) stipulated in the New Scheme, whichever is the earlier;

(c) The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK$1 by the grantee; and

(d) The exercise price of the share options is determinable by the directors but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of the offer of the grant; or (iii) the nominal value of the Company's shares.

Since adoption of the New Scheme, no share options have been offered and/or granted to the eligible persons of the Group under the New Scheme and there was no share option outstanding at 30 September 2015 and 2014.

The total number of shares available for issue under the Scheme is 43,660,272 shares, representing 1.78% of the issued shares of the Company as at the date of this annual report.

36. ACQUISITION OF SUBSIDIARIES

Business Combination

Acquisition of Sinoforce Group Limited ("Sinoforce Group") and its subsidiary

On 6 October 2014, the Group entered into the sale and purchase agreement to acquire the entire interest in Sinoforce Group, which directly hold 100% of Swiss Mechanical Times (Hong Kong) Limited, and indirectly hold the exclusive distribution right of the products of "GRAND-PERREGAUX" and "JEANRICHARD" in the territories of the mainland China, Macau, Hong Kong and Taiwan. The consideration for the acquisition is HK$138 million and was satisfied by the Company to allot and issue to the vendor 1,623,529,411 new shares, credited as fully paid, at the issue price of HK$0.085 per share upon completion of the acquisition. The fair value of the shares to be issued was determined using the published closing price of HK$0.087 at the date of completion, amounting to approximately HK$141 million. The completion date of the acquisition was on 18 December 2014, which is also the acquisition date ("Acquisition Date") for accounting purpose. Sinoforce Group is an investment holding company incorporated in the British Virgin Islands.

	Acquirees' fair value at acquisition date HK$'000
Assets acquired and liabilities recognised at the date of acquisition were as follows:	
Plant and equipment	1,876
Distribution rights (Note 18)	72,787
Inventories	115,563
Trade receivables	1,960
Prepayment, deposit and other receivables	3,597
Bank balances and cash	3,393
Trade payables	(51,466)
Other payables and accruals	(84,729)
Deferred tax liabilities	(12,010)
Net assets	50,971
Goodwill arising on acquisition (Note 21)	79,317
Total consideration	130,288
Total purchase consideration satisfied by:	
Issuance of new shares	140,782
Contingent consideration receivables (Note)	(10,494)
	130,288
Net cash inflow arising on acquisition:	
Bank balances and cash acquired	3,393

36. ACQUISITION OF SUBSIDIARIES *(continued)*

Business Combination *(continued)*

Acquisition of Sinoforce Group Limited ("Sinoforce Group") and its subsidiary *(continued)*

Note: An arrangement requires the former owner of Sinoforce Group to guarantee the Group that the total net profits of Sinoforce Group after tax for the financial years ended 31 December 2015, 2016 and 2017 shall not be less than HK$69 million. If the total net profits fail to meet in the sum of HK$69,000,000 by 31 December 2017, the former owner shall have the option either: (i) to compensate the Group on the shortfall to the total net profits in cash based on the formula (amount of compensation = (HK$69,000,000 – actual net profits) x 2), or (ii) to have the actual number of the consideration shares to be released to the former owner or its nominee(s) by the escrow agent on the payment date downward adjusted in accordance with the formula (adjusted number of consideration shares = actual net profits/HK$69,000,000 x 1,623,529,411 shares). Fair value of contingent consideration receivable of HK$10,494,000 at date of acquisition is based on valuation results of Grant Sherman, by using the method of Monte Carlo simulation.

Goodwill arising on the acquisition of Sinoforce Group in the current year is determined on the fair value of the net identifiable assets acquired. The management of the Company has engaged an independent professional valuer, Grant Sherman Appraisals Limited, to carry out a valuation on the fair value of the net identifiable assets acquired and contingent consideration receivable as at date of acquisition.

Net cash in on acquisition of subsidiary

	Acquirees' fair value at acquisition date HK$'000
Consideration paid in cash	–
Less: cash and cash equivalent balance acquired	(3,393)
	(3,393)

Impact if acquisitions on the results of the Group

Included in the loss for the year is HK$29,126,000 attributable to the additional business generated by Sinoforce Group. Revenue for the year includes HK$73,130,000 in respect of Sinoforce Group.

Had these business combinations been effected at 1 October 2014, the revenue of the Group from continuing operations would have been HK$97,893,000, and the loss for the year from continuing operations would have been HK$28,198,000. The director of the Group consider these 'pro-forma' numbers to represent and approximate measure of the performance of the combined group on an annualised basis and to provide a reference point for comparison in future periods.

In determining the 'pro-forma' revenue and loss of the Group had Sinoforce Group been acquired at the beginning of the current year, the directors have:

- Calculated depreciation of plant and equipment acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements; and

- Based borrowing costs on the funding levels, credit ratings and debt/equity position of the Group after the business combination.

37. DEREGISTRATION/DISPOSAL OF SUBSIDIARIES

(a) Deregistration

For the year ended 30 September 2015

(i) During the year ended 30 September 2015, the Group deregistered Brilliant (Macao Commercial Offshore) Company Limited, a wholly-owned subsidiary in Macau which was inactive for years.

	HK$'000
Deposit, prepayments and other receivables	146
Loss on deregistration	146

The subsidiary deregistered during the year ended 30 September 2015 had no significant impact on the turnover and results of the Group.

(b) Disposal

For the year ended 30 September 2014

(i) On 26 June 2014, Shenzhen Qijingda Trading Company Limited (深圳市琪晶達貿易有限公司), entered into a conditional sale and purchase agreement to dispose of its entire equity interest in its subsidiary, Liaoning Shi Quan Shi Mei Investment Management Company Limited ("Shi Quan Shi Mei") (遼寧時全飾美投資管理有限公司 ("時全飾美")) to an independent third party at a consideration of RMB20,000,000 (equivalent to HK$24,820,000). The principal activity of Shi Quan Shi Mei is retail of watches. The disposal was completed on 30 June 2014. The net assets of the subsidiary were as follows:

	HK$'000
Net assets disposed of	
Property, plant and equipment	4,145
Inventories	44,661
Trade receivables	22,115
Prepayments, deposits and other receivables	2,314
Bank balances and cash	5,041
Trade payables	(13,625)
Other payables and accruals	(7,966)
Other loan	(3,988)
	52,697
Non-controlling interest	(5,214)
Release of exchange reserves	(1,408)
Loss on disposal of subsidiary	(21,255)
Total consideration satisfied by:	
Cash consideration received	24,820
Net cash inflow arising on disposal:	
Cash consideration received	19,779

37. DEREGISTRATION/DISPOSAL OF SUBSIDIARIES *(continued)*

(b) Disposal *(continued)*

(ii) On 22 August 2014, the Group entered into a conditional sale and purchase agreement to dispose of its entire equity interest in its subsidiaries, Bolton Limited and Foshan Shunde Jeda Jewellery Co. Ltd. (佛山市順德區即達珠寶金行有限公司) (the "Disposal Group I") to an independent third party at a consideration of HK$100,000. The principal activity of the Disposal Group I is processing of jewellery products. The disposal was completed on 22 August 2014. The net assets of the Disposal Group I were as follows:

	HK$'000
Net assets disposed of	
Bank balances and cash	1
	1
Release of exchange reserves	(1,727)
Gain on disposal of subsidiary	1,826
Total consideration satisfied by:	
Cash consideration received	100
Net cash inflow arising on disposal:	
Cash consideration received	99

(iii) On 19 September 2014, the Group entered into a conditional sale and purchase agreement to dispose of its entire equity interest in its subsidiaries, Trismart Group Limited, Super Charm Holdings Limited, East Ocean Worldwide Limited and Chi Zhou Donghai Mining Development Company Limited (池州東海礦業發展有限公司) (the "Disposal Group II") to an independent third party at a consideration of HK$2,000,000. The principal activity of the Disposal Group II is mining. The disposal was completed on 19 September 2014. The net assets of the Disposal Group II were as follows:

	HK$'000
Net assets disposed of	
Exploration and evaluation assets	1,989
Prepayments, deposits and other receivables	259
Bank balances and cash	50
Other payables and accruals	(118)
	2,180
Non-controlling interest	(436)
Release of exchange reserves	(1,193)
Gain on disposal of subsidiary	1,449
Total consideration satisfied by:	
Cash consideration received	2,000
Net cash inflow arising on disposal:	
Cash consideration received	1,950

38. MAJOR NON-CASH TRANSACTIONS

During the year ended 30 September 2015, as detailed in Note 36, a total number of 1,623,529,411 ordinary shares of the Company were issued as the consideration for acquisition of subsidiary.

There were no significant major non-cash transactions during the year ended 30 September 2014.

39. RELATED PARTY AND CONTINUING CONNECTED TRANSACTIONS

(a) In addition to a related party balances detailed in the consolidated financial statements and respective notes, the Group entered into the following significant transactions with related parties during the year, some of which are also deemed to be connected parties pursuant to the Listing Rules:

	2015 **HK$'000**	2014 HK$'000
Sales of goods to Hengdeli Group	**42,501**	23,543
Purchases of goods from Hengdeli Group	**1,128**	–
Profit guarantee compensation from Hengdeli Group	**120,000**	–

Note:

On 23 July 2014, the Group and Hengdeli Holdings Limited and its associates ("Hengdeli Group") entered into a cooperation agreement for the sale of goods in Hengdeli Group's stores with effect from 1 October 2014 for one year expiring on 30 September 2015. Hengdeli Group is the major shareholder of the Company. The cooperation agreement allows the Group to make use of Hengdeli's extensive and quality distribution networks and its vast experiences in operating and managing retail outlets for luxury jewellery products in order to promote and distribute the products of the Group. Operation expenses of the retail stores are borne by Hengdeli while the Group bears the costs of inventory. Details of the cooperation agreement are set out in the announcement of the Company dated 23 July 2014 and the circular dated 13 August 2014.

On 13 February 2015, a supplemental agreement was made between the Group and Hengdeli Group relating to the increase in both scope and volume of the supply of products of internationally renowned brand by the Group to Hengdeli Group for a term expiring on 30 September 2015. Details of the supplemental agreement are set out in the announcement of the Company dated 13 February 2015 and the circular dated 10 March 2015.

On 19 August 2015, the Group and Hengdeli Group entered into the renewed cooperation agreement for renewal of the above cooperation agreement and the supplemental cooperation agreement with effect from 1 October 2015 for one year expiring on 30 September 2016. Details of the renewed cooperation agreement are set out in the announcement of the Company dated 19 August 2015 and the circular dated 9 September 2015.

The above transactions with the subsidiaries of Hengdeli Holdings Limited were in accordance with the terms of the cooperation agreement.

(b) Key management compensation

The key management personnel of the Group comprises the directors of the Company only. Details of compensation of directors are included in Note 17.

40. OPERATING LEASE ARRANGEMENTS

The Group as lessee

The Group leases certain premises under operating lease arrangements. Leases are negotiated for a term ranging from three to five years. The Group does not have an option to purchase the leased assets at the expiry of the lease period. At the end of the reporting period, the Group's total future minimum lease payments under non-cancellable operating leases are as follows:

	2015	2014
	HK$'000	HK$'000
Within 1 year	**8,452**	5,528
In 2 to 5 years, inclusive	**6,097**	6,295
	14,549	11,823

41. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 September 2015 (2014: Nil).

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2015 HK$'000	2014 HK$'000
NON-CURRENT ASSETS			
Investments in subsidiaries	(a)	**77,737**	77,737
CURRENT ASSETS			
Prepayments, deposits and other receivables		**–**	905
Amounts due from subsidiaries	(a)(i)	**738,849**	1,569,390
Bank balances and cash		**60,985**	10
Tax recoverable		**28**	–
		799,862	1,570,305
CURRENT LIABILITIES			
Amounts due to subsidiaries	(a)(i)	**409,649**	551,109
Other payables and accruals		**2,523**	2,978
Income tax payables		**–**	10
		412,172	554,097
NET CURRENT ASSETS		**387,690**	1,016,208
TOTAL ASSETS LESS CURRENT LIABILITIES		**465,427**	1,093,945
CAPITAL AND RESERVES			
Share capital	33	**245,177**	65,490
Reserves	(b)	**220,250**	1,028,455
TOTAL EQUITY		**465,427**	1,093,945

Zhang Jinbing
Director

Wong Chi Ming, Jeffry
Director

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

(a) Investments in subsidiaries

	Notes	**2015 HK$'000**	2014 HK$'000
Unlisted shares, at cost		**77,737**	77,737
Amounts due from subsidiaries	(i)	**2,994,933**	2,569,588
Less: Accumulated impairment	(ii)	**(2,256,084)**	(1,000,198)
		738,849	1,569,390
Amounts due to subsidiaries	(i)	**(409,649)**	(551,109)
		329,200	1,018,281

Notes:

(i) Amounts due from (to) subsidiaries are unsecured, interest free and repayable on demand.

(ii) At 30 September 2015, an accumulated impairment loss of approximately HK$2,256,084,000 (2014: HK$1,000,198,000) was recognised because the recoverable amount of the amounts due was estimated to be less than their carrying amounts and the possibility of the recovery was too remote.

(b) Reserves

	Share premium HK$'000 (Note i)	**Accumulated losses** HK$'000	**Total** HK$'000
At 1 October 2013	1,988,246	(1,093,364)	894,882
Total comprehensive expenses for the year	–	(16,695)	(16,695)
Issue of shares upon open offer	150,268	–	150,268
At 30 September 2014	2,138,514	(1,110,059)	1,028,455
Total comprehensive expenses for the year	–	(1,256,376)	(1,256,376)
Issue of shares upon acquisition of subsidiaries	124,547	–	124,547
Issue of shares upon open offer	323,624	–	323,624
At 30 September 2015	2,586,685	(2,366,435)	220,250

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

(b) Reserves *(continued)*

Note:

(i) In accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

The share premium account of the Company includes: (i) the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the group reorganisation on 12 August 2002 over the nominal value of the share capital of the Company issued in exchange therefor; (ii) the premium arising from the new issue; (iii) the premium arising from the capitalisation issue; and (iv) the premium arising from issue of shares upon exercise of share options scheme.

43. SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 30 September 2015 and 2014 are as follows:

Name	Place of incorporation/ establishment and operations	Paid-up share/ registered capital	Percentage of equity attributable to the Company 2015	2014	Principal activities
Directly held					
Ming Fung Investment Holdings Limited	British Virgin Islands ("BVI")	Ordinary US$1,000	100%	100%	Investment holding
Indirectly held					
Master Will Limited	Hong Kong	Ordinary HK$2	100%	100%	Provision of administrative services
Perfect Glory International Limited	BVI	Ordinary US$1,000	100%	100%	Trading of jewellery products
Shenzhen Qijingda Trading (HK) Company Limited	Hong Kong	Ordinary HK$1,000,000	94.9%	94.9%	Wholesale of watches
Omas SRL	Italy	Ordinary EUR1,000,000	90.1%	90.1%	Manufacturing and trading of writing instruments
Chi Feng Guo Jin Mining Company (赤峰國金礦業有限公司)	PRC	RMB5,000,000#	60.6%	60.6%	Mining
Shenzhen Qijingda Trading Company Limited (深圳市琪晶達貿易有限公司)	PRC	RMB100,000,000@	95%	95%	Retail and wholesale of watches
Swiss Mechanical Times (Hong Kong) Limited	Hong Kong	HK$10,000	100%	–	Wholesale of watches
Chance Achieve Limited	Hong Kong	HK$1	100%	100%	Money lending

43. SUBSIDIARIES *(continued)*

None of the subsidiaries had issued any debt securities at the end of the reporting period.

In the opinion of the Directors of the Company, there is no subsidiary that has non-controlling interest which is material to the Group.

Note: The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of the other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Chi Feng Guo Jin Mining Company (赤峰國金礦業有限公司) is a wholly-owned foreign enterprise established in the PRC for an operation period of 30 years commencing from its date of establishment on 18 October 2005. The registered capital of Chi Feng Guo Jin Mining Company (赤峰國金礦業有限公司) of RMB5,000,000 has been fully paid up.

@ Shenzhen Qijingda Trading Company Limited (深圳市琪晶達貿易有限公司) is a limited liability company enterprise established in the PRC for an operating period of 31 years commencing from its date of establishment on 9 June, 2010. The registered capital of Shenzhen Qijingda Trading Company Limited (深圳市琪晶達貿易有限公司) of RMB100,000,000 has been fully paid up.

44. EVENT AFTER THE REPORTING PERIOD

Due to continuously financial losses and severe adverse business environment in Europe, in October 2015, the Group ceased to provide financial support to its subsidiary, Omas SRL ("Omas"), a company incorporated in Italy. Because of insolvency, Omas ceased its operation and on 17 November 2015 a resolution was passed by the shareholders of Omas to get Omas dissolved and liquidated with effect from 1 December 2015.

In view of the foregoing, for the year ended 30 September 2015, the Group (i) recognised impairment loss of approximately HK$25,247,000 to write down the property, plant and equipment; (ii) recognised impairment loss of approximately HK$5,981,000 for trademarks; (iii) provided an allowance of approximately HK$9,174,000 for write-down of inventories at 30 September 2015; (iv) provided an allowance for doubtful debts of approximately HK$2,271,000 for all outstanding receivables at 30 September 2015; and (v) provided a provision for redundancy of approximately HK$1,331,000.

In the opinion of the Directors, the cessation of the operation of Omas will not pose any liabilities, either actual or contingent which are material and have adverse effects to the Group.

The assets and liabilities of Omas included in the consolidated statement of financial position as at 30 September 2015 are as follows:

	HK$'000
Property, plant and equipment	10,806
Inventories	10,115
Trade receivables	2,288
Bank balances and cash	807
Trade and other payables	(6,693)
Provision	(1,331)
Deferred tax liabilities	(2,043)
	13,949