



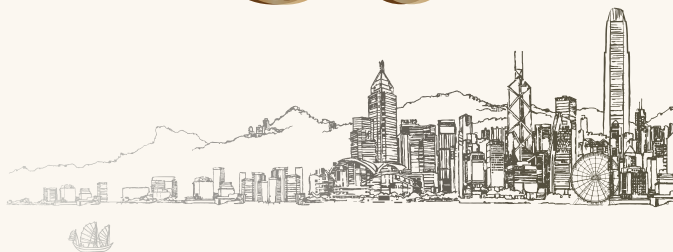
TSL 謝瑞麟

HONG KONG

謝瑞麟

不朽傳奇

30



2017/2018

INTERIM REPORT 中期報告

STOCK CODE 股份代號: 417

TABLE OF CONTENTS

目錄

02	CORPORATE INFORMATION 公司資料	12	CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表
05	RESULTS 業績	14	NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註
06	CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益賬	53	INTERIM DIVIDEND 中期股息
07	CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表	53	CLOSURE OF REGISTER OF MEMBERS 暫停辦理股份過戶登記手續
08	CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表	54	MANAGEMENT'S DISCUSSION AND ANALYSIS 管理層之討論及分析
10	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表	61	OTHER INFORMATION 其他資料

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Yau On Yee, Annie (*Chairman & Chief Executive Officer*)

Ng Yi Kum, Estella (*Deputy Chairman, Chief Strategy Officer & Chief Financial Officer*)

NON-EXECUTIVE DIRECTOR

Erwin Steve Huang (*Deputy Chairman*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chui Chi Yun, Robert

Chan Yue Kwong, Michael

Chow Chee Wai, Christopher

COMPANY SECRETARY

Ng Yi Kum, Estella

AUTHORISED REPRESENTATIVES

Yau On Yee, Annie

Ng Yi Kum, Estella

AUDIT COMMITTEE

Chui Chi Yun, Robert (*Chairman*)

Chan Yue Kwong, Michael

Chow Chee Wai, Christopher

REMUNERATION COMMITTEE

Chow Chee Wai, Christopher (*Chairman*)

Chui Chi Yun, Robert

Chan Yue Kwong, Michael

Yau On Yee, Annie

Ng Yi Kum, Estella

NOMINATION COMMITTEE

Chan Yue Kwong, Michael (*Chairman*)

Chow Chee Wai, Christopher

Yau On Yee, Annie

EXECUTIVE COMMITTEE

Yau On Yee, Annie (*Chairman*)

Ng Yi Kum, Estella

LEGAL ADVISERS

As to Hong Kong law:

Reed Smith Richards Butler

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

As to Bermuda law:

Conyers Dill & Pearman

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

執行董事

邱安儀 (*主席及行政總裁*)

伍綺琴 (*副主席及首席策略暨財務官*)

非執行董事

黃岳永 (*副主席*)

獨立非執行董事

崔志仁

陳裕光

周治偉

公司秘書

伍綺琴

授權代表

邱安儀

伍綺琴

審核委員會

崔志仁 (*主席*)

陳裕光

周治偉

薪酬委員會

周治偉 (*主席*)

崔志仁

陳裕光

邱安儀

伍綺琴

提名委員會

陳裕光 (*主席*)

周治偉

邱安儀

執行委員會

邱安儀 (*主席*)

伍綺琴

法律顧問

香港法律：

禮德齊伯禮律師行

香港中環遮打道18號歷山大廈20樓

百慕達法律：

Conyers Dill & Pearman

香港中環康樂廣場8號交易廣場第1期2901室

AUDITOR**Ernst & Young***Certified Public Accountants*

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

PRINCIPAL BANKERS**O-Bank Co., Ltd.**Suites 3210-14, 32/F., Tower 6, The Gateway, Harbour City,
9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong**Bangkok Bank Public Company Limited**

28 Des Voeux Road Central, Hong Kong

China CITIC Bank International Limited

80/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

The Bank of East Asia, Limited (Taipei Branch)10/F., Taipei Financial Center,
No. 88, Dunhua North Road, Taipei, 10551, Taiwan**Hang Seng Bank Limited**

20/F., 83 Des Voeux Road Central, Hong Kong

DBS Bank (Hong Kong) Limited

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

Dah Sing Bank, Limited

35/F., Everbright Centre, 108 Gloucester Road, Hong Kong

PRINCIPAL SHARE REGISTRAR**Conyers Corporate Services (Bermuda) Limited**

Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

HONG KONG BRANCH SHARE REGISTRAR**Tricor Secretaries Limited**

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

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONGGround Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom,
Kowloon, Hong Kong**STOCK CODE**

417

WEBSITEwww.tslj.com**核數師****安永會計師事務所***執業會計師*

香港中環添美道1號中信大廈22樓

主要往來銀行**王道商業銀行股份有限公司**香港九龍尖沙咀廣東道9號海港城
港威大廈6座32樓3210-14室**盤谷銀行**

香港德輔道中28號

中信銀行(國際)有限公司

香港九龍柯士甸道西1號環球貿易廣場80樓

東亞銀行有限公司(台北分行)台灣台北市10551敦化北路88號
台北金融中心大樓10樓**恒生銀行有限公司**

香港中環德輔道中83號20樓

星展銀行(香港)有限公司

香港中環皇后大道中99號中環中心16樓

大新銀行有限公司

香港告士打道108號光大中心35樓

股份過戶登記總處**Conyers Corporate Services (Bermuda) Limited**

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

香港股份過戶登記分處**卓佳秘書商務有限公司**

香港皇后大道東183號合和中心22樓

註冊辦事處

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

香港主要營業地點香港九龍紅磡民裕街30號興業工商大廈
地下B座**股份代號**

417

網址www.tslj.com



The
30th
ANNIVERSARY *of*
TSL LISTING

The
80th
BIRTHDAY *of*
MR TSE SUI LUEN

謝瑞麟珠寶(國際)有限公司上市三十週年暨謝瑞麟先生八十壽辰

RESULTS

業績

The board of directors (the “Board” and the “Directors”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) announces the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 31 August 2017 (the “Period”). The interim results for the Period have been reviewed by the Company’s audit committee (the “Audit Committee”).

謝瑞麟珠寶(國際)有限公司(「本公司」)董事會(「董事會」及「董事」)宣佈本公司及其附屬公司(「本集團」)截至2017年8月31日止六個月(「本期間」)之未經審核綜合中期業績。截至本期間之中期業績已由本公司之審核委員會(「審核委員會」)審閱。



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益賬

For the six months ended 31 August 2017
截至2017年8月31日止六個月

		Six months ended 31 August 截至8月31日止六個月		
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)	
	Notes 附註			
Turnover	營業額	5	1,733,498	1,549,954
Cost of sales	銷售成本		(1,021,263)	(796,253)
Gross profit	毛利		712,235	753,701
Other income and gains/(losses), net	其他收入及收益/(虧損)·淨額		11,565	(5,482)
Selling and distribution expenses	銷售及分銷費		(591,247)	(597,968)
Administrative expenses	行政費用		(81,541)	(87,933)
PROFIT FROM OPERATIONS	經營盈利		51,012	62,318
Finance costs	財務費用	7	(21,548)	(34,419)
PROFIT BEFORE TAX	除稅前盈利	6	29,464	27,899
Income tax expense	所得稅費用	8	(12,002)	(16,180)
PROFIT FOR THE PERIOD	本期間盈利		17,462	11,719
ATTRIBUTABLE TO:	應佔盈利部份：			
Owners of the Company	本公司擁有人		17,474	11,739
Non-controlling interests	非控股股東權益		(12)	(20)
			17,462	11,719
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔每股盈利			
Basic and diluted	基本及攤薄	10	7.1 HK cents 港仙	5.6 HK cents 港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

06 | 07

綜合全面收益表

For the six months ended 31 August 2017
截至2017年8月31日止六個月

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
PROFIT FOR THE PERIOD	本期間盈利	17,462	11,719
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收益/(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent years:	日後可能重新分類至損益賬之其他全面收益/(虧損)項目：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	70,281	(25,600)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX	本期間其他全面收益/(虧損)，扣除稅項	70,281	(25,600)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	本期間全面收益/(虧損)總額	87,743	(13,881)
Attributable to:	應佔全面收益總額：		
Owners of the Company	本公司擁有人	87,755	(13,861)
Non-controlling interests	非控股股東權益	(12)	(20)
		87,743	(13,881)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31 August 2017
於2017年8月31日

			At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	4	142,532	141,178
Intangible assets	無形資產		99	99
Other asset	其他資產		500	500
Prepayments and deposits	預付款及按金	13	56,194	52,655
Deferred tax assets	遞延稅項資產		60,016	55,214
			259,341	249,646
CURRENT ASSETS	流動資產			
Inventories	存貨	11	1,671,880	1,478,679
Trade receivables	應收賬款	12	275,268	235,709
Prepayments, deposits and other receivables	預付款、按金及其他應收款	13	140,430	163,098
Tax recoverable	可收回稅項		17,431	11,978
Time deposits	定期存款		121,429	166,801
Cash and cash equivalents	現金及現金等價物		267,384	323,657
			2,493,822	2,379,922
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	14	(359,449)	(316,392)
Other payables and accruals	其他應付款及應計費用	15	(363,538)	(259,317)
Gold loans	黃金租賃	16	(8,969)	(43,523)
Interest-bearing bank and other borrowings	計息銀行及其他貸款		(250,932)	(269,602)
Dividend payable	應付股息		(5,640)	-
Finance lease payables	應付融資租賃		(621)	-
Tax payable	應付稅項		(11,179)	(22,448)
			(1,000,328)	(911,282)
NET CURRENT ASSETS	流動資產淨值		1,493,494	1,468,640
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,752,835	1,718,286

			At 31 August 2017 於 2017 年 8 月 31 日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於 2017 年 2 月 28 日 HK\$'000 港幣千元 (audited) (經審核)
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Other payables and accruals	其他應付款及應計費用	15	(6,906)	(6,595)
Interest-bearing bank and other borrowings	計息銀行及其他貸款		(659,244)	(709,775)
Finance lease payables	應付融資租賃		(1,059)	-
Employee benefit obligations	僱員福利義務		(10,951)	(11,240)
Deferred tax liabilities	遞延稅項負債		(18,251)	(16,394)
			(696,411)	(744,004)
NET ASSETS	資產淨值		1,056,424	974,282
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	17	(61,348)	(52,584)
Reserves	儲備		(995,192)	(921,841)
			(1,056,540)	(974,425)
Non-controlling interests	非控股股東權益		116	143
TOTAL EQUITY	權益總額		(1,056,424)	(974,282)

		(Unaudited) (未經審核)								
		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests	Total equity
	Notes 附註	Issued capital 已發行股本 HK\$' 000 港幣千元	Share premium 股份溢價 HK\$' 000 港幣千元	Share option reserve 購股權儲備 HK\$' 000 港幣千元	Capital and other reserves 資本及其他儲備 HK\$' 000 港幣千元	Retained profits 保留盈利 HK\$' 000 港幣千元	Proposed dividend 擬派股息 HK\$' 000 港幣千元	Total 合共 HK\$' 000 港幣千元	Non-controlling interests 非控股股東權益 HK\$' 000 港幣千元	Total equity 權益總額 HK\$' 000 港幣千元
At 1 March 2017	於2017年3月1日	52,584	123,365	15,719	105,756	669,113	7,888	974,425	(143)	974,282
Profit for the Period	本期間盈利	-	-	-	-	17,474	-	17,474	(12)	17,462
Other comprehensive income for the Period:	本期間其他全面收益：									
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	70,281	-	-	70,281	-	70,281
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	70,281	17,474	-	87,755	(12)	87,743
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	-	-	-	-	-	-	-	39	39
Issuance of new shares under the bonus issue	根據紅股發行發行的新股	17	8,764	(8,764)	-	-	-	-	-	-
Reversal of proposed 2016/17 final dividend satisfied in scrip shares**	回撥以代息股份支付擬派2016/17末期股息**	9	-	-	-	2,248	(2,248)	-	-	-
Approved final dividend (2016/17)	已批核末期股息(2016/17)	9	-	-	-	-	(5,640)	(5,640)	-	(5,640)
Proposed interim dividend (2017/18)	擬派中期股息(2017/18)	9	-	-	-	(5,170)	5,170	-	-	-
At 31 August 2017	於2017年8月31日	61,348	114,601*	15,719*	176,037*	683,665*	5,170*	1,056,540	(116)	1,056,424

* These reserve accounts comprise the consolidated reserves of HK\$995,192,000 (28 February 2017: HK\$921,841,000) in the consolidated statement of financial position.

* 此等儲備賬目組成綜合財務狀況表之綜合儲備港幣995,192,000元(2017年2月28日：港幣921,841,000元)。

** The amount represents reversal of 2016/17 proposed final dividend which was satisfied in the form of scrip shares.

** 此金額為回撥以代息股份方式支付2016/17擬派末期股息。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the six months ended 31 August 2017
截至2017年8月31日止六個月

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
		(unaudited) (未經審核)	(unaudited) (未經審核)
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	除稅前盈利	29,464	27,899
Adjustments for:	調整：		
Finance costs	財務費用	7	34,419
Interest income	利息收入	(2,295)	(3,343)
Gain on disposal of items of property, plant and equipment	棄置物業、機器及設備項目利潤	6	(2)
Depreciation	折舊	6	26,618
Reversal of equity-settled share option expense	回撥以股權結算之購股權費用	6	-
Movements in employee benefit obligations	員工福利義務之變動	(289)	(6,941)
Provision/(reversal of provision) for impairment of inventories	撥備/(撥備回撥)存貨至可變現淨值	6	1,582
Fair value (gain)/loss on gold loans designated at fair value through profit or loss	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨(收益)/虧損	6	(132)
Fair value loss on derivative financial instruments	衍生金融工具的公平價值淨虧損	6	-
		76,494	87,677
Increase in inventories	存貨增加	(148,114)	(36,701)
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(33,938)	35,643
Decrease/(increase) in prepayments, deposits and other receivables	預付款、按金及其他應收款減少/(增加)	32,928	(46,866)
Increase in trade payables	應付賬款增加	38,799	79,094
Increase in other payables and accruals	其他應付款及應計費用增加	96,760	1,989
Increase in finance lease payable	應付融資租賃增加	1,730	-
Decrease in derivative financial liabilities	衍生金融工具負債減少	-	(4,454)
Cash generated from operations	經營業務產生的現金	64,659	116,382
Hong Kong profits tax paid	已付香港利得稅	(1,381)	(565)
Taxes paid other than Hong Kong	已付香港以外地區稅項	(29,267)	(24,666)
Net cash flows from operating activities	經營業務產生之現金流量淨額	34,011	91,151

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Interest received	已收利息	2,295	3,343
Decrease in time deposits	定期存款減少	55,202	48,809
Purchases of items of property, plant and equipment	購買物業、機器及設備項目	(25,993)	(30,567)
Proceeds from disposal of items of property, plant and equipment	棄置物業、機器及設備項目所得款項	570	2,610
Net cash flows from investing activities	投資活動所用之現金流量淨額	32,074	24,195
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Proceeds from new trade finance	新增貿易融資所得款項	30,000	49,793
Repayment of trade finance	償還貿易融資	(38,364)	(70,431)
Proceeds from new bank loans	新增銀行貸款所得款項	-	66,512
Repayment of bank loans	償還銀行貸款	(58,390)	(39,605)
New gold loans	新增黃金租賃	-	5,722
Repayment of gold loans	償還黃金租賃	(37,012)	(33,255)
Repayment of other loans	償還其他貸款	(2,448)	(2,334)
Capital element of finance lease payments	融資租賃付款的本金部分	(50)	(1,312)
Interest paid	已付利息	(21,540)	(23,774)
Interest element of finance lease payments	融資租賃付款的利息部分	(8)	(27)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	39	-
Net cash flows used in financing activities	融資活動所用之現金流量淨額	(127,773)	(48,711)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物之(減少)/增加淨額		
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物	323,657	202,549
Effect of foreign exchange rate changes, net	外幣匯率變動影響，淨值	5,415	(1,830)
CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD	於報告期末之現金及現金等價物	267,384	267,354
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結存分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況報表所列之現金及現金等價物	267,384	267,354

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. BASIS OF PREPARATION

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the Group’s financial statements for the year ended 28 February 2017. These condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations).

These condensed consolidated financial statements have been prepared under historical cost convention, except for gold loans which have been measured at fair value.

1. 編製基準

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

本中期財務報告包括簡明綜合財務報表及經選定的說明附註。附註包括對自本集團截至2017年2月28日止年度財務報表刊發以來所發生的重要事件及交易以瞭解本集團之財務狀況變動及集團表現。此等簡明綜合財務報表及其附註並不包括按照《香港財務報告準則》(「香港財務報告準則」)規定編製完整財務報表所需之所有資料(包括所有香港財務報告準則、香港會計準則及詮釋)。

此等簡明綜合財務報表，除黃金租賃以公平價值計量，乃按歷史成本常規法編製。

1. BASIS OF PREPARATION (continued)

These condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the Group's financial statement for the year ended 28 February 2017, except for the adoption of the following revised HKFRSs which become effective for accounting periods beginning on or after 1 March 2017 as disclosed in note 2 below.

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKAS 7	<i>Disclosure initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
<i>Annual Improvements 2014–2016 Cycle</i>	<i>Amendments to HKFRS 12 Clarification of the scope of disclosure requirements in HKFRS 12</i>

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

1. 編製基準(續)

除下文附註2所披露於2017年3月1日或以後開始之會計期間生效之經修訂之香港財務報告準則被採納外，此等簡明綜合財務報表已按照本集團截至2017年2月28日止年度之財務報表的同一會計政策編製。

2. 會計政策及披露之變動

本集團已於本期間之簡明綜合財務報表首次採納下列經修訂之香港財務報告準則：

香港會計準則 第7號修訂本	披露主動性
香港會計準則 第12號修訂本	確認未變現虧損之 遞延稅項資產
2014年至2016年 週期之年度修改	香港財務報告準則 第12號的修訂澄清 香港財務報告準則 第12號中披露 規定之範圍

採納以上經修訂之香港財務報告準則對此等簡明綜合財務報表並無重大財務影響，而此等簡明綜合財務報表應用之會計政策概無重大變動。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3a. OPERATING SEGMENT INFORMATION

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

- (a) Retail Business (including Hong Kong, Macau, Mainland China and Malaysia);
- (b) Wholesale Business; and
- (c) Other Businesses.

Retail Business includes direct retail sale of jewellery products to end consumers through the physical outlets carrying the trademark of TSLI 謝瑞麟. It also includes the service fee income received from provision of retail management services to other retailers.

Wholesale Business includes wholesale sale of jewellery products to customers.

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

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

3a. 經營分部資料

就管理而言，本集團乃按業務性質劃分業務單位，並有三個可呈報經營分部如下：

- (a) 零售業務（包括香港、澳門、中國內地及馬來西亞）；
- (b) 批發業務；及
- (c) 其他業務。

零售業務包括經由附有 TSLI 謝瑞麟商標之實體店舖零售銷售予消費者之珠寶產品，當中亦包括提供零售管理服務予其他零售商所收取之服務收入。

批發業務包括批發珠寶產品予客戶。

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

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。

3a. OPERATING SEGMENT INFORMATION (continued)

3a. 經營分部資料(續)

Six months ended 31 August 2017 截至2017年8月31日止六個月		Retail Business 零售業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Wholesale Business 批發業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Other Businesses 其他業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核)
Segment revenue:	分部營業額：				
Sales to external customers	銷售予外來客戶	1,321,126	318,992	73,845	1,713,963
Other revenue	其他收入	19,535	-	-	19,535
		1,340,661	318,992	73,845	1,733,498
Segment results	分部業績：	73,974	27,832	537	102,343
<i>Reconciliation:</i>	<i>調節：</i>				
Unallocated expenses	未分配支出				(51,331)
Finance costs	財務費用				(21,548)
Income tax expense	所得稅費用				(12,002)
Profit for the Period	本期間盈利				17,462

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

3a. OPERATING SEGMENT INFORMATION (continued)

3a. 經營分部資料(續)

Six months ended 31 August 2016 截至2016年8月31日止六個月	Retail Business 零售業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Wholesale Business 批發業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Other Businesses 其他業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	
Segment revenue:	分部營業額：				
Sales to external customers	銷售予外來客戶	1,297,745	186,474	52,116	1,536,335
Other revenue	其他收入	13,619	-	-	13,619
		1,311,364	186,474	52,116	1,549,954
Segment results	分部業績：	86,404	19,256	10,769	116,429
<i>Reconciliation:</i>	<i>調節：</i>				
Unallocated expenses	未分配支出				(54,111)
Finance costs	財務費用				(34,419)
Income tax expense	所得稅費用				(16,180)
Profit for the period	該期間盈利				11,719

3b. GEOGRAPHICAL INFORMATION**Revenue from external customers****3b. 地區資料****外來客戶營業額**

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Hong Kong and Macau	香港及澳門	631,810	592,084
Mainland China	中國內地	1,075,076	934,093
Other countries	其他國家	26,612	23,777
		1,733,498	1,549,954

The revenue information above is based on the location of the customers.

上述營業額資料乃按客戶所在地區劃分。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

4. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 August 2017, the Group acquired items of property, plant and equipment with aggregate cost of HK\$25,993,000 (six months ended 31 August 2016: HK\$30,567,000). Items of property, plant and equipment with net book value of HK\$568,000 were disposed of during the six months ended 31 August 2017 (six months ended 31 August 2016: HK\$2,589,000), resulting a gain on disposal of HK\$2,000 (six months ended 31 August 2016: gain on disposal of HK\$21,000).

4. 物業、廠房及設備

於截至2017年8月31日止六個月內，本集團新購了數項物業、廠房及設備，相當於港幣25,993,000元(截至2016年8月31日止六個月：港幣30,567,000元)。於截至2017年8月31日止六個月內，本集團棄置了數項賬面淨值港幣568,000元的物業、廠房及設備(截至2016年8月31日止六個月：港幣2,589,000元)，產生棄置利潤港幣2,000元(截至2016年8月31日止六個月：棄置利潤港幣21,000元)。

5. TURNOVER

The principal activities of the Group are the manufacture, sale and marketing of jewellery products and the provision of service. Turnover represents the sales value of jewellery products sold to customers, net of value added tax and discount, and service income. An analysis of turnover is as follows:

5. 營業額

本集團的主要業務是製造、銷售及推廣珠寶首飾及提供服務。營業額為扣除增值稅及折扣後銷售予客戶之珠寶首飾的銷售價值之淨值及服務收入。營業額之分析如下：

		Six months ended 31 August 截至 8 月 31 日止六個月	
		2017 2017 年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016 年 HK\$'000 港幣千元 (unaudited) (未經審核)
Sales of jewellery products	銷售珠寶首飾	1,713,963	1,536,335
Service income	服務收入	19,535	13,619
		1,733,498	1,549,954

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

6. PROFIT BEFORE TAX

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

6. 除稅前盈利

本集團之除稅前盈利已(計入)/扣除：

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Cost of goods sold*	銷貨成本*	1,019,681	798,444
Provision/(reversal of provision) for impairment of inventories	撥備/(撥備回撥)存貨至可變現淨值	1,582	(2,191)
Depreciation	折舊	26,618	28,582
Minimum lease payments in respect of operating leases**	有關土地及樓宇之經營租賃之最低租賃付款**	107,153	94,723
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事酬金)：		
Wages, salaries and other benefits	工資、薪金及其他福利	277,431	292,505
Reversal of equity-settled share option expense	回撥以股權結算之購股權費用	-	(1,321)
Pension scheme contributions***	法定供款退休計劃供款***	3,592	4,107
		281,023	295,291

6. PROFIT BEFORE TAX (continued)

6. 除稅前盈利(續)

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Fair value (gain)/loss on gold loans designated at fair value through profit or loss****	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨(收益)/虧損****	(132)	9,788
Fair value loss on derivative financial instruments****	衍生金融工具的公平價值淨虧損****	-	806
Gain on disposal of items of property, plant and equipment	棄置物業、廠房及設備項目之利潤	(2)	(21)
Foreign exchange differences, net	淨匯兌差額	(2,752)	1,174

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

6. PROFIT BEFORE TAX (continued)

- * *Cost of goods sold includes HK\$41,467,000 (2016: HK\$47,059,000) relating to employee benefit expense, depreciation, and operating lease payments, which are also included in the respective types of expenses disclosed separately above.*
- ** *Not including commission payments in relation to sales counters in department stores and shopping malls.*
- *** *At 31 August 2017, there were no forfeited contributions available to the Group to reduce its contributions to pension scheme in future years (2016: Nil).*
- **** *These amounts are included in "Other income and gains/(losses), net" in the consolidated statement of profit or loss. The purpose of the above gold loans and derivative financial instruments entered into by the Group is to manage the Group's gold price exposure. Such loans and contracts did not meet the criteria for hedge accounting.*

6. 除稅前盈利(續)

- * 銷貨成本中包括為數港幣41,467,000元(2016年：港幣47,059,000元)的僱員福利開支、折舊及經營租賃費用，有關金額亦已分別記入以上所列各類相關開支中。
- ** 不包括支付予銷售專櫃相關的百貨公司及商場的佣金。
- *** 於2017年8月31日，本集團並無已失效供款可沖減未來年度的退休計劃供款(2016年：無)。
- **** 綜合損益賬上「其他收入及收益／(虧損)，淨額」中已包含此等金額。上述黃金租賃及衍生金融工具旨在管理本集團之黃金價格風險。該等租賃及合約並不符合對沖會計處理之條件。

7. FINANCE COSTS

An analysis of finance costs is as follows:

7. 財務費用

財務費用之分析如下：

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Interest on bank loans, overdrafts and other loans	銀行貸款，透支及 其它貸款的利息	19,762	8,842
Interest on convertible bonds	可換股債券的利息	-	23,118
Interest on finance leases	融資租賃的利息	8	27
Interest on gold loans	黃金租賃的利息	224	2,432
Other charges	其他支出	1,554	-
		21,548	34,419

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

8. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the Period. Taxes on profits assessable other than Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

8. 所得稅費用

香港利得稅乃根據本期間源於香港之估計應課稅盈利，按適用稅率16.5% (2016年：16.5%)計算。本集團於香港以外經營之應課稅盈利則按其所在地的適用稅率計算稅項。

Six months ended 31 August

截至8月31日止六個月

		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Current — Hong Kong	本期 — 香港	2,607	426
Current — Other than Hong Kong	本期 — 香港以外	11,807	15,543
Deferred	遞延	(2,412)	211
		12,002	16,180

9. DIVIDENDS

		Six months ended 31 August 截至8月31日止六個月	
		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Interim dividend of HK\$0.021 (2016: HK\$0.015) per ordinary share declared	已宣佈派發之中期股息 每股普通股港幣0.021元 (2016年：港幣0.015元)	5,170	3,155
2015/16 approved final dividend of HK\$0.026 per ordinary share	2015/16 已批核末期股息 每股普通股0.026元	-	5,469
2016/17 approved final dividend of HK\$0.0375 per ordinary share (note)	2016/17 已批核末期股息 每股普通股0.0375元(附註)	7,888	-
		13,058	8,624

The interim dividend was not recognised as a liability as at 31 August 2017 and 2016 because it was declared after the end of the reporting period.

The Board resolved that the interim dividend be satisfied wholly in the form of an allotment of scrip shares. The shareholders of the Company will be given the option of receiving the interim dividend wholly in cash in lieu of such allotment, or partly in cash and partly in the form of scrip shares. The arrangement is subject to the Stock Exchange's granting the listing of and permission to deal in the scrip shares to be issued in respect of the interim dividend.

Note: The Board approved 2016/17 final dividend amounting to HK\$7,888,000, of which \$2,248,000 was subsequently satisfied in the form of scrip shares.

9. 股息

中期股息乃於報告期末後宣佈派發，故於2017年及2016年8月31日均無確認為負債。

董事會議決以配發代息股份方式全數支付中期股息，本公司股東將獲授予全部以現金代替上述配發，或部份以現金及部份以代息股份方式收取中期股息之選擇權。有關安排須待聯交所批准上述計劃將發行之中期股息代息股份上市買賣，方可作實。

附註：董事會已批核2016/17末期股息為港幣7,888,000元，其中港幣2,248,000元隨後以代息股份方式完成派付。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

10. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the Period attributable to owners of the Company of HK\$17,474,000 (2016: HK\$11,739,000), and the weighted average number of ordinary shares of 245,391,878 (2016: 210,336,221) in issue during the Period.

No diluted earnings per share amounts have been presented for the periods ended 31 August 2017 and 2016 as the impact of the share options (2016: share options and convertible bonds) outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

10. 本公司擁有人應佔每股盈利

每股基本盈利金額乃按本期間本公司擁有人應佔盈利港幣17,474,000元(2016年：港幣11,739,000元)及本期間已發行普通股之加權平均股數245,391,878股(2016年：210,336,221股)計算。

由於本集團發行的購股權(2016年：購股權及可換股債券)對於每股基本盈利具有反攤薄效應，故截至2017年及2016年8月31日止期間沒有呈現每股攤薄盈利數據。

11. INVENTORIES

11. 存貨

		At 31 August 2017 於 2017 年 8 月 31 日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於 2017 年 2 月 28 日 HK\$'000 港幣千元 (audited) (經審核)
Raw materials	原材料	117,097	97,147
Work in progress	在製品	74,319	50,896
Finished goods	製成品	1,480,464	1,330,636
		1,671,880	1,478,679

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

12. TRADE RECEIVABLES

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

		At 31 August 2017 於 2017 年 8 月 31 日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於 2017 年 2 月 28 日 HK\$'000 港幣千元 (audited) (經審核)
Within 1 month	1個月內	252,635	214,932
1 to 2 months	1至2個月內	15,674	10,596
2 to 3 months	2至3個月內	4,658	3,964
Over 3 months	超過3個月	2,301	6,217
Total trade receivables	總應收賬款	275,268	235,709

12. 應收賬款

於報告期末，根據發票日期及已扣除有關撥備的應收賬款之賬齡分析如下：

12. TRADE RECEIVABLES (continued)

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

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

12. 應收賬款(續)

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

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

13. 預付款、按金及其他應收款

		At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Prepayments	預付款	70,886	69,452
Deposits	按金	115,183	136,987
Other receivables	其他應收款	10,555	9,314
		196,624	215,753
Long-term prepayments and deposits classified as non-current assets	分類為非流動資產之長期預付款 及按金	(56,194)	(52,655)
		140,430	163,098

14. TRADE PAYABLES

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

		At 31 August 2017 於 2017 年 8 月 31 日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於 2017 年 2 月 28 日 HK\$'000 港幣千元 (audited) (經審核)
Within 1 month	1個月內	102,735	62,946
1 to 2 months	1至2個月內	93,665	39,620
2 to 3 months	2至3個月內	88,504	47,931
Over 3 months	超過3個月	74,545	165,895
Total trade payables	總應付賬款	359,449	316,392

The trade payables are non-interest-bearing.

14. 應付賬款

於報告期末，應付賬款根據發票日期計算之賬齡分析如下：

應付賬款均為免息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

15. OTHER PAYABLES AND ACCRUALS

15. 其他應付款及應計費用

		At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Other payables	其他應付款	56,154	49,391
Customer deposits	客戶訂金	191,714	96,660
Provision for liabilities	負債撥備	28,699	17,627
Accruals	應計費用	93,877	102,234
		370,444	265,912
Other payables and accruals classified as non-current	分類為非流動負債之其他應付款及應計費用	(6,906)	(6,595)
		363,538	259,317

Other payables and accruals are non-interest-bearing.

其他應付款及應計費用均為免息。

16. GOLD LOANS

16. 黃金租賃

		At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Secured gold loans	有抵押黃金租賃	-	29,015
Unsecured gold loan	無抵押黃金租賃	8,969	14,508
		8,969	43,523
Contracted interest rate	合約利率	3.2%	3.0% – 3.6%
Original maturity	原到期日	within 1 year 1年內	within 1 year 1年內

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

16. GOLD LOANS (continued)

The amounts represent borrowings from banks and the amounts payable are pegged with gold prices.

As at 31 August 2017, no gold loans were secured by pledged time deposits of the Group while gold loans of HK\$29,015,000 as at 28 February 2017 were secured by the Group's pledged time deposits amounting to HK\$27,022,000 as at 28 February 2017 as disclosed in note 19(c) below.

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

16. 黃金租賃(續)

該款項指銀行借貸，而應付款項與黃金價格掛鈎。

於2017年8月31日，並無黃金租賃以本集團之定期存款作為抵押。另外，於2017年2月28日為數港幣29,015,000元之黃金租賃是以本集團之定期存款作為抵押，於2017年2月28日該定期存款為數港幣27,022,000元。詳情於以下附註19(c)中披露。

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

17. SHARE CAPITAL

17. 股本

		At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Authorised: 1,500,000,000 ordinary shares of HK\$0.25 each	法定： 1,500,000,000 股每股面值港幣0.25元 之普通股	375,000	375,000
Issued and fully paid: 245,391,878 (28 February 2017: 210,336,221) ordinary shares of HK\$0.25 each	已發行及繳足： 245,391,878 股 (2017年2月28日： 210,336,221 股) 每股面值港幣0.25元 之普通股	61,348	52,584

A summary of the movements in the Company's share capital is as follows:

本公司股本變動概要如下：

		Number of shares in issue 發行股份數目	Share capital 股本 HK\$'000 港幣千元
At 1 March 2016, 28 February 2017 and 1 March 2017	於2016年3月1日、2017年2月28日 及2017年3月1日	210,336,221	52,584
Bonus issue (note)	紅股發行(附註)	35,055,657	8,764
At 31 August 2017	於2017年8月31日	245,391,878	61,348

Note: A bonus issue of one bonus share for every six existing shares held by members on the register of members of the Company on 27 July 2017 was made, at an issue price of HK\$0.25 per bonus share, resulting in the issue of 35,055,657 shares for a total cash consideration of HK\$8,764,000.

附註：紅股發行按於2017年7月27日於本公司股東名冊內之股東每持六股當時的股份獲發一股紅股，每股紅股發行面值為港幣0.25元，總發行股份數目為35,055,657股，總現金代價為港幣8,764,000元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

18. SHARE OPTION SCHEME

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

Bonus issue was completed on 4 August 2017 and bonus shares were issued under the bonus issue on the basis of one bonus share for every six existing shares held (the "Bonus Issue"). As a result of the Bonus Issue, adjustments were made to the exercise price and the number of shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding share options with effect from 4 August 2017. For details, please refer to the announcement of the Company dated 4 August 2017.

18. 購股權計劃

本公司股東於2003年11月26日採納本公司購股權計劃(「2003年購股權計劃」)。本公司根據2003年購股權計劃，於2013年3月1日就本集團之董事、僱員及服務供應商對本集團策略發展的貢獻向其授出15,850,000份購股權。授出購股權之行使價為本公司每股普通股港幣4.13元(「股份」)，有關價格乃以下各項當中之最高者：(i) 股份於授出日期聯交所發出每日報價表所示收市價每股港幣4.13元；及(ii) 股份於緊接授出日期前五個交易日聯交所發出每日報價表所示平均收市價每股港幣4.08元；及(iii) 於授出日股份面值每股港幣0.25元。

於2017年8月4日完成的紅股發行，紅股按每持有六股當時的股份獲發一股紅股的基準發行(「紅股發行」)。有關紅股發行會按行使價和尚未行使購股權所附之認購權後將予配發及發行之股份數目於2017年8月4日所生效的數目而作出調整。有關詳情，請參閱本公司在2017年8月4日之公告。

18. SHARE OPTION SCHEME (continued)

There was no equity-settled share option expense during the period ended 31 August 2017 (six months ended 31 August 2016: reversed expense of HK\$1,321,000 as a result of changes in estimation of the number of share options expected to vest).

In 2016, the Company adopted a new share option scheme “2016 Share Option Scheme” and as at 31 August 2017, no share option has been granted under the 2016 Share Option Scheme since it has been adopted.

19. PLEDGE OF ASSETS

- (a) The Group entered into banking facility arrangements with a bank pursuant to which certain land and buildings in Hong Kong with an aggregate carrying value as at 31 August 2017 of HK\$50,956,000 (28 February 2017: HK\$51,864,000) were mortgaged by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.

18. 購股權計劃(續)

本集團於截至2017年8月31日止六個月並無任何購股權費用(截至2016年8月31日止六個月：由於估計預期歸屬的購股權數目有變，回撥港幣1,321,000元之購股權費用)。

在2016年，本公司採納新的購股權計劃(「2016年購股權計劃」)及截至2017年8月31日止，本公司按2016年購股權計劃下並無授出任何購股權。

19. 資產抵押

- (a) 本集團與一間銀行訂立銀行借貸融資安排，據此安排，本集團以第一法定押記的方式將若干在香港的土地及樓宇於2017年8月31日總賬面值港幣50,956,000元(2017年2月28日：港幣51,864,000元)作抵押，以作為(其中包括)本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

19. PLEDGE OF ASSETS (continued)

- (b) The Group entered into a subscription agreement with two institutional investors for senior secured notes issued by a subsidiary in Hong Kong, pursuant to which certain inventories (i.e. up to an aggregate book value of HK\$200,000,000 of raw materials, work-in-progress and finished goods) of such subsidiary in Hong Kong were pledged by way of a first floating charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the two institutional investors.
- (c) As at 31 August 2017, no time deposits of the Group (28 February 2017: HK\$27,022,000) have been pledged to secure certain gold loan contracts outstanding at the end of the Period.
- (d) As at 31 August 2017, time deposits of the Group denominated in RMB and totaling equivalent to HK\$121,429,000 (28 February 2017: HK\$117,307,000) have been pledged to secure standby letters of credit relating to a cross border treasury arrangement.

19. 資產抵押(續)

- (b) 本集團與兩間機構投資者訂立一項認購協議，以透過一間香港附屬公司向其發行優先有抵押票據，據此安排，本集團以第一浮動押記的方式將其香港附屬公司若干存貨(總賬面值不多於港幣200,000,000元之原材料、在製品及製成品)作抵押，以作為(其中包括)本集團不時結欠該兩間機構投資者之所有實際或或有負債及債務之抵押品。
- (c) 於2017年8月31日，本集團並無以定期存款(2017年2月28日：港幣27,022,000元)作若干於報告期末結欠之黃金租賃合約之抵押品。
- (d) 於2017年8月31日，本集團以人民幣作為單位及相當於港幣121,429,000元(2017年2月28日：港幣117,307,000元)之定期存款已作抵押，以取得銀行發出備用信用狀作跨境財務安排之用。

20. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the period ended 31 August 2017:

(i)	Purchase from related companies	從關連公司購貨
(ii)	Sales to group company through a related intermediate holding company	透過一間關連中間控股公司銷售予集團公司

Balance due to these related companies amounted to HK\$98,457,000 (28 February 2017: HK\$119,942,000).

20. 關連人士交易

- (a) 除已於本財務報表其他部分詳載之交易外，本集團於截至2017年8月31日止六個月內與其關連人士進行以下交易：

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

2017 2017年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (Unaudited) (未經審核)
212,825	193,681
220,262	325,325

應付以上關連公司款項為港幣98,457,000元(於2017年2月28日：港幣119,942,000元)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

20. RELATED PARTY TRANSACTIONS (continued)

- (a) (continued)
- (iii) (i) Mr. Tse Tat Fung, Tommy (“Mr. Tommy Tse”), the spouse of Ms. Yau On Yee, Annie (“Ms. Annie Yau”), the Executive Director of the Company, has been employed by a subsidiary of the Company as the Deputy Chief Executive Officer of the Group; (ii) Mr. Tse Sui Luen (“Mr. Tse Senior”), the father of Mr. Tommy Tse and father-in-law of Ms. Annie Yau, has been employed by a subsidiary of the Company as the Founder. During the reporting period, remuneration of HK\$1,418,000 (2016: HK\$669,000) and HK\$873,000 (2016: HK\$744,000) were paid to Mr. Tommy Tse and Mr. Tse Senior respectively.
- (iv) No notional charge of equity-settled share option expense (2016: HK\$97,000 and HK\$64,000) were accrued for share options granted to Mr. Tommy Tse and Mr. Tse Senior respectively for the Period.

20. 關連人士交易(續)

- (a) (續)
- (iii) (i) 謝達峰先生被本公司旗下一附屬公司聘任為集團副行政總裁，謝達峰先生為本公司執行董事邱安儀女士之配偶，(ii) 謝瑞麟先生被本公司旗下一附屬公司聘任為創辦人，謝瑞麟先生為謝達峰先生之父親及邱安儀女士之家翁。於報告期內，分別支付謝達峰先生港幣1,418,000元(2016年：港幣669,000元)及謝瑞麟先生港幣873,000元(2016年：港幣744,000元)的酬金。
- (iv) 本集團於本期間並無就向謝達峰先生及謝瑞麟先生授出購股權之已計提名義股權結算計算任何購股權費用(2016年分別為港幣97,000元和港幣64,000元)。

20. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

(iv) (continued)

The related companies are fellow subsidiaries of Rosy Blue Overseas Holdings Limited, a preference shareholder of Partner Logistics Limited (“Partner Logistics”), whose board of directors is controlled by Mr. Tommy Tse, the ultimate controlling party and substantial shareholder of the Company. The above transactions in respect of items (i), (ii) and (iv) were not continuing connected transactions under Chapter 14A of the Listing Rules. In the opinion of the directors of the Company, the transactions were carried out on normal commercial terms and in the ordinary course of business.

The related party transactions in respect of item (iii)(i) and (iii)(ii) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. Since the amount in respect of item (iii)(ii) is below de minimis threshold for the purposes of Rule 14A.76 of the Listing Rules, item (iii)(ii) is fully exempt from shareholders’ approval, annual review and all disclosure requirements under the Listing Rules.

20. 關連人士交易 (續)

(a) (續)

(iv) (續)

以上關連公司均為 Rosy Blue Overseas Holdings Limited (其為 Partner Logistics Limited (「Partner Logistics」) 的優先股股東) 之同系附屬公司。Partner Logistics 董事會由謝達峰先生控制，彼為本公司最終控股人士以及是本公司主要股東。上述第(i)、(ii)和(iv)項交易根據上市規則第14A章並不構成一項持續關連交易。本公司董事認為，該等交易在日常業務過程中按正常商業條款進行。

上述項目 (iii)(i) 和 (iii)(ii) 之關連人士交易構成上市規則第14A章所界定之持續關連交易。由於項目 (iii)(ii) 的金額低於上市規則第14A.76條的最低豁免水平，故項目 (iii)(ii) 獲豁免股東批准、年度審核、及上市規則之所有披露規定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

20. RELATED PARTY TRANSACTIONS (continued)

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

20. 關連人士交易(續)

(b) 本集團主要管理人員酬金：

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

		2017 2017年 HK\$'000 港幣千元 (unaudited) (未經審核)	2016 2016年 HK\$'000 港幣千元 (unaudited) (未經審核)
Short term employee benefits	短期僱員福利	5,205	4,991
Equity-settled share option expense	以股權結算之購股權費用	-	(869)
Post-employment benefits	僱用後福利	18	23
		5,223	4,145

21. COMMITMENTS

At 31 August 2017, the total capital commitments in respect of items of property, plant and equipment were as follows:

21. 承擔

於2017年8月31日，就物業、廠房及設備的資本承擔如下：

	At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Contracted, but not provided for	793	-

已簽約，但未作撥備

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

22. 金融工具之公平價值及公平價值等級

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

		Carrying amounts 賬面值		Fair values 公平價值	
		At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)	At 31 August 2017 於2017年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2017 於2017年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
Financial liabilities	財務負債				
Gold loans	黃金租賃	8,969	43,523	8,969	43,523
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款	910,176	979,377	910,176	979,377
Finance lease payables	應付融資租賃	1,680	-	1,680	-
		920,825	1,022,900	920,825	1,022,900

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy:

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

Liabilities measured at fair value:
As at 31 August 2017

22. 金融工具之公平價值及公平價值等級(續)

公平價值等級：

下表呈列本集團金融工具之公平價值計量等級：

按公平價值計量之負債：
於2017年8月31日

	Fair value measurement using 採用中之公平價值計量			Total 合計
	Quoted prices in active markets 活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (unaudited) (未經審核)	
Financial liabilities 財務負債				
Gold loans 黃金租賃	8,969	-	-	8,969

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy: (continued)

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

Liabilities measured at fair value: (continued) As at 28 February 2017

22. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值計量之負債：(續) 於2017年2月28日

		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	Total
		活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (audited) (經審核)	可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	合計
Financial liabilities	財務負債				
Gold loans	黃金租賃	43,523	-	-	43,523

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy: (continued)

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

Liabilities for which fair values are disclosed:
As at 31 August 2017

22. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：
於2017年8月31日

		Fair value measurement categorised into 公平價值計量分類			
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		活躍市場報價 (Level 1) (級別1)	可觀察數據 (Level 2) (級別2)	難以觀察數據 (Level 3) (級別3)	合計
		HK\$'000 港幣千元 (unaudited) (未經審核)	HK\$'000 港幣千元 (unaudited) (未經審核)	HK\$'000 港幣千元 (unaudited) (未經審核)	HK\$'000 港幣千元 (unaudited) (未經審核)
Financial liabilities	財務負債				
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款	-	-	910,176	910,176
Finance lease payables	應付融資租賃	-	-	1,680	1,680
		-	-	911,856	911,856

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy: (continued)

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

Liabilities for which fair values are disclosed: (continued) As at 28 February 2017

22. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：(續) 2017年2月28日

		Fair value measurement categorised into 公平價值計量分類			
		Quoted prices in active Markets	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	Significant unobservable inputs 重大 難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	Total 合計
Financial liabilities	財務負債				
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款	-	-	979,377	979,377

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

During the period ended 31 August 2017, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (28 February 2017: Nil).

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

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

22. 金融工具之公平價值及公平價值等級(續)

於截至2017年8月31日止期內，並無按公平價值計量之財務負債於級別1及級別2之間調動，及轉入或轉出級別3(2017年2月28日：無)。

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

由本集團的首席財務總監帶領的財務團隊負責釐定金融工具的公平價值計量之政策和程序。財務團隊直接向首席財務總監彙報。在每次報告期末，財務團隊分析金融工具的價值變動和釐定估值採用的主要數據。估值是經首席財務總監之審閱和批准。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

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

The Group's own non-performance risk for non-current portion of finance lease payables as at 31 August 2017 was assessed to be insignificant. The fair value of gold loans is based on open market prices of gold.

23. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current period's presentation.

24. APPROVAL OF INTERIM FINANCIAL REPORT

This interim financial report was approved by the Board on 24 October 2017.

22. 金融工具之公平價值及公平價值等級(續)

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

本集團於2017年8月31日就應付融資租賃的非流動部份面對之不履約風險被評估為非重大。黃金租賃之公平價值乃根據開放市場之價格釐定。

23. 比較數據

部份比較數據已被重新分類以配合本期度之呈報。

24. 本中期財務報告之批核

董事會於2017年10月24日，通過及批核本中期財務報告。

INTERIM DIVIDEND

中期股息

52 | 53

The Board has resolved to declare an interim dividend of 2.1 HK cents (2016: 1.5 HK cents) per ordinary share of the Company for the Period (the “Interim Dividend”) in scrip form with cash option to shareholders whose names appear on the register of members of the Company on Friday, 17 November 2017.

Subject to the listing committee of the Stock Exchange granting the listing of and permission to deal in the new shares to be issued under the Interim Dividend, each shareholder will be allotted fully paid shares having an aggregate market value equal to the total amount which such shareholders could elect to receive in cash and they will be given the option of electing to receive payment in cash of HK\$0.021 per share instead of the allotment of scrip shares. A circular containing details of the scrip dividend arrangement will be despatched to shareholders of the Company together with a form of election for cash dividend on or about 22 November 2017.

董事會議決宣佈派發截至本期間之中期股息每股普通股港幣2.1仙(「中期股息」)(2016年：港幣1.5仙)予於2017年11月17日(星期五)名列於本公司股東名冊內之股東。中期股息將採納以股代息方式分派，惟股東可選擇收取現金。

待聯交所上市委員會批准就中期股息而將予發行之新股上市及買賣後，每名股東將獲配發總市值相等於該股東可選擇以現金收取的款項總額的已繳足股份。股東亦可選擇收取現金每股港幣2.1仙以代替配發股份。載有以股代息安排詳情的通函，連同選擇收取現金股息的表格，將約於2017年11月22日寄發予本公司股東。

CLOSURE OF REGISTER OF MEMBERS

暫停辦理股份過戶登記手續

For the purpose of determining shareholders' entitlement to the Interim Dividend, the register of members of the Company will be closed from Thursday, 16 November 2017 to Friday, 17 November 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Interim Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 15 November 2017.

為確定股東享獲中期股息的權利，本公司將於2017年11月16日(星期四)至2017年11月17日(星期五)期間(包括首尾兩天)，暫停辦理股份過戶登記手續。為符合資格獲派中期股息，股東須於2017年11月15日(星期三)下午四時三十分前(香港時間)將所有已填妥之過戶表格連同相關股票送達本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之討論及分析

OVERALL FINANCIAL RESULTS

The Group's turnover for the Period increased by 11.8% from HK\$1,550 million to HK\$1,733 million. The profit attributable to owners of the Company increased by 48.9% from HK\$11.7 million to HK\$17.5 million. Earnings per share attributable to owners of the Company were 7.1 HK cents (2016: 5.6 HK cents per share).

While retail conditions in Hong Kong continued to be challenging during the Period, we did see a slight year-on-year increase in the number of tourists visiting Hong Kong therefore finally bringing to an end the year-on-year declines that we had experienced in previous years. This increased tourist traffic helped to stabilize the retail market in Hong Kong and ultimately translated into a modest lift in the sales of the Company during the Period. While we believe that the retail market in Hong Kong may have finally bottomed out, it is still early to say if the industry is about to rebound, particularly given other uncertainties in the market and the political uncertainties all over different regions of the globe. Nevertheless, the Group's overall performance for the Period was in line with our expectations.

整體財務業績

本集團於本期間之營業額由港幣1,550百萬元增加11.8%至港幣1,733百萬元。本公司擁有人應佔盈利由港幣11.7百萬元增加48.9%至港幣17.5百萬元。本公司擁有人應佔每股盈利為港幣7.1仙(2016年：每股港幣5.6仙)。

本期間香港零售市況依然具挑戰性，但我們看到訪港旅客人數按年輕微上升，結束了近幾年按年下降的旅客人數為我們帶來的困境。旅客人流上升有助穩定香港零售市場，從而使本公司於本期間銷售取得適度升幅。縱使我們相信香港零售市況疲弱現象或已觸底，惟何時能夠回升仍言之尚早，尤其考慮到市場的其他不確定因素及全球不同地區不穩的政治情況。然而，本集團本期間的整體表現符合我們的預期。

REVIEW AND OUTLOOK

Retailing Business

Hong Kong and Macau

Statistics published by the Hong Kong government showed that the previous 24-month decline in the value of total retail sales in Hong Kong had finally come to an end with the performance since March 2017 recording a year-on-year growth of 3.1% followed by a mild increase for the three successive months. This, together with the increase in the number of tourists visiting Hong Kong, has been encouraging for our business in Hong Kong after years of decline. Given the gradual drop that has occurred in retail rentals over the last 12 to 24 months, the Group has taken this opportunity to expand its retail network by moving into some high-traffic shopping arcades in the New Territories where it opened two chain stores, one at New Town Plaza in Sha Tin and the other at YOHO Mall in Yuen Long during the Period. Our business in Macau remained stable during the Period; thanks to an encouraging upward trend in customers' spending which we have witnessed since the first quarter of 2017. Taking all the above factors into account, the turnover of our retail businesses in Hong Kong and Macau recorded an increase of 5.3% and the same store sales growth for all businesses in the regions was minus 2.5% during the Period.

In order to continue to capture the sales momentum observed during the Period, the Group will continue to focus on improving its sales by reinforcing its market position as a wedding expert, exploring new consumer groups and attracting more market attention by means of introducing limited-time offers on some popular products and developing a number of new products with Trendsetting Craftsmanship, so as to enrich our product collections, customer experience as well as to better cater to our different customers' needs.

回顧及前景

零售業務

香港及澳門

香港政府公佈的統計數據顯示，香港零售業總銷售額在過去24個月的跌幅終於結束，自2017年3月錄得總銷售額按年上升3.1%，繼而連續三個月呈輕微增長。再加上訪港旅客人數上升，為香港近幾年下滑之業務帶來生機。鑒於零售店舖租金於過去12至24個月期間逐漸下調，本集團把握商機擴展銷售網絡至新界一些人流暢旺的購物商場，於本期間開設兩間新連鎖店舖，分別位於沙田新城市廣場及元朗YOHO商場。有賴自2017年第一季度以來令人鼓舞的顧客上升消費趨勢，我們於澳門的業務保持平穩。基於上述所有因素，港澳零售業務營業額於本期間錄得5.3%升幅及於該地區所有業務之同店增長為負2.5%。

為了繼續抓緊本期間的銷售勢頭，本集團將繼續透過加強其婚慶首飾專家之地位，推出受歡迎產品的限時優惠以及採用「非凡工藝潮流演繹」的方向開發一系列新產品以豐富其產品系列、顧客體驗及更能迎合不同消費者之需求吸引新的消費群及市場目光，以擴大營業額。

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

管理層之討論及分析(續)

REVIEW AND OUTLOOK (continued)

Retailing Business (continued)

Mainland China

Our retail business in Mainland China continues to play a significant part in the future development and direction of the Group accounting for 39.4% of its total turnover during the Period. Under the impact of devaluation of Renminbi during the Period, our retail business in Mainland China recorded a slight decline of 1.7% in sales and same store sales growth was minus 3.1% during the Period.

The main growth engine for this business at the moment is its franchise network with the Group opening 31 new franchised stores during the Period, resulting in a net increase in franchised stores from 132 to 151. When combined with our 198 self-operated stores, the total number of stores in Mainland China amounted to 349 extending its footprint to 120 cities.

The Group believes the fast-growing middle class is the key driver of rising consumption for luxury jewellery for personal use in Mainland China as they seek more expensive and premium brands and spend more on high-quality goods and services. With the successful launch of International Design Collection which enables the Group to work with various jewellery designers, the Group will keep on arranging different activities with the aim of bringing more crossover collections and refreshing ideas in order to meet changing customers' needs and enrich the Group's product portfolio. The Group will continue to focus on the development and expansion of our end-user market and on our unique brand positioning of quality design and trendsetting craftsmanship.

回顧及前景(續)

零售業務(續)

中國內地

中國內地的零售業務對本集團未來業務發展及方向繼續發揮重要作用及佔本集團本期間總營業額39.4%。受本期間人民幣貶值的影響，中國內地的零售業務銷售額於本期間錄得1.7%之輕微跌幅，同店銷售增長則為負3.1%。

目前加盟業務是本集團主要增長火車頭，於本期間以加盟模式新增31間加盟店，使加盟店數目的淨增長由132間增至151間，連同旗下198間自營店舖，本集團在中國內地共設有349間店舖，覆蓋120個城市。

本集團相信中國內地快速增長的中產階層追求高價產品、優質品牌及在優質的產品及服務上花費較多，均為自用奢華珠寶消費持續上升的主要動力。International Design Collection的成功推出使本集團能夠與不同的珠寶設計師合作，本集團將繼續舉辦不同活動，旨在提供更多混合風格系列及創新意念，以配合顧客不斷轉變之需求及豐富本集團之產品組合。本集團將繼續以開發及擴大「自用市場」、獨特優質設計之品牌定位及非凡工藝為焦點。

REVIEW AND OUTLOOK (continued)

Retailing Business (continued)

Malaysia

During the Period, our retail business in Malaysia recorded a boost in sales of 20.6%. The Group values the shopping experience of its customers. One of our retail stores in Malaysia is equipped with a private VIP zone to showcase exquisite craftsmanship and offer unique customer shopping experience. As the Group remains positive about the jewellery retail business in this region, we will continue to explore the possibility of expanding further in appropriate locations but only if and when suitable opportunities present themselves.

WHOLESALE BUSINESS

As mentioned above, 31 new stores were opened under the Group's franchising model during the Period bringing the total number of franchised stores to 151. Looking ahead, we will continue to explore more opportunities to work with local business partners to facilitate a more robust growth of the Group's franchise store sales network. The Group is looking forward to increasing its franchise sales network and shop opening momentum will be maintained in the forthcoming years.

OTHER BUSINESS

By further expanding its e-business platform during the Period, the Group recorded a year-on-year growth in turnover of 33.3%. The Group's major e-business platforms achieved a very positive result on Chinese Valentine's Day (that is, 28 August 2017) with sales surging by 30% as compared with that experienced in 2016. Instead of penetrating into other new e-platforms, the Group will focus on increasing its sales performance and the ranking of the Group's brand in its existing e-business platforms.

回顧及前景 (續)

零售業務 (續)

馬來西亞

馬來西亞零售業務之銷售額於本期間錄得20.6%之升幅。本集團重視顧客之購物體驗。其中一間位於馬來西亞的零售店舖內設有獨立貴賓室，讓顧客鑑賞精湛的珠寶工藝，同時享受與別不同的購物體驗。由於本集團對該地區的珠寶零售業務仍抱持積極態度，若有合適的機會，我們將物色合適的地區，繼續尋求進一步擴張的可能性。

批發業務

如前述，本集團於本期間以加盟模式開設31間新店舖，令加盟店之總數增至151間。展望未來，本集團將繼續發掘更多機會與地方業務夥伴合作，以推動本集團之加盟店銷售網絡快速增長。本集團現正期望於未來數年維持開設新店舖的步伐，以擴大其加盟銷售網絡。

其他業務

本集團於本期間進一步擴大其電子商貿平台，因而錄得營業額按年增加33.3%。本集團主要電子商貿平台於「七夕節」（即2017年8月28日）取得突出成績，較2016年於同日所得的營業額增長30%。本集團將繼續集中提升其現有電子商貿平台的銷售表現及本集團品牌排名，替代加入其他新電子商貿平台的策略。

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

管理層之討論及分析(續)

FINANCIAL STRUCTURE

Capital expenditure, comprising mainly store renovation and expansion, furniture & fixtures and machinery, incurred during the Period amounted to approximately HK\$26 million (2016: HK\$31 million), and was mainly financed by borrowings and funds generated from internal resources.

As at 31 August 2017, the Group's interest-bearing liabilities decreased to HK\$921 million from HK\$1,054 million as at 31 August 2016. Net borrowings (total interest-bearing liabilities less cash and cash equivalent and time deposits) decreased from HK\$588 million to HK\$532 million.

Internally generated funding and borrowings have mainly been applied during the Period to finance the enhancement of the Group's inventory, the opening of new stores and capital expenditure.

The net gearing ratio (the ratio of total interest-bearing liabilities (less cash and cash equivalents and time deposits) to total equity) decreased promisingly from 58% to 50% during the Period and is at a healthy level. All borrowings of the Group are denominated in Hong Kong dollars or RMB. Interest on bank borrowings is calculated on either the inter-bank interest rate or the prime rate or the benchmark interest rate.

As at 31 August 2017, the Group had time deposits, cash and bank balances, and undrawn borrowing facilities of approximately HK\$389 million and HK\$170 million respectively which, in the opinion of the Directors, should be sufficient to meet the Group's present working capital requirements.

財務結構

於本期間內，資本開支合共約港幣26百萬元(2016年：港幣31百萬元)，主要用於店舖翻新及擴充、傢具、裝置及機器。該等資本開支大部份透過借貸撥資及內部資源產生的資金。

於2017年8月31日，本集團之計息負債由2016年8月31日之港幣1,054百萬元減至港幣921百萬元。淨借貸(總計息負債減現金及現金等價物及定期存款)由港幣588百萬元減至港幣532百萬元。

本期間透過內部資源及借貸取得之資金，大部份用作投放於提升本集團庫存質素、新店開設及資本開支等方面。

本期間淨負債比率(即計息負債總額(減現金、現金等價物及定期存款)與權益總額之比率)由58%減至50%，屬穩健水平。本集團全部借貸以港幣或人民幣為單位。銀行借貸之利息按銀行同業拆息或最優惠利率或基準利率計算。

於2017年8月31日，本集團之定期存款、現金及銀行結餘以及未動用銀行信貸分別約為港幣389百萬元及港幣170百萬元，董事認為足以應付本集團目前營運資金需求。

FINANCIAL STRUCTURE (continued)

In September 2016, certain subsidiaries of the Company as borrowers together with the Company as guarantor entered into a five-year syndicated loan facilities agreement with four leading international financial institutions pursuant to which term loan facilities in the aggregate amount of HK\$573 million, inclusive of an exercised greenshoe option upside of HK\$23 million, was granted to the borrowers for a term of 5 years from the date of the first utilisation of such facilities.

In December 2016, the Company as guarantor and its indirectly wholly-owned subsidiary as issuer, entered into a subscription agreement with two institutional investors for the senior secured notes in an aggregate principal amount of up to HK\$200 million maturing on the second anniversary of the issue date of such notes.

The Board is of the opinion that entering into the facilities and subscription agreements provide a stabilized basis of general working capital to the Group.

EXCHANGE RATES

During the Period, the transactions of the Group were mainly denominated in local currencies and United States dollars. The impact of any fluctuation in the exchange rate of these currencies to the Group is minimal.

CHARGE ON GROUP ASSETS AND CONTINGENT LIABILITIES

Save as disclosed in note 19 to the condensed consolidated financial statements, the Group did not have any material contingent liabilities which have not been provided for in the financial statements as at 31 August 2017 (2016: Nil).

財務結構(續)

於2016年9月，本公司若干附屬公司作為借款人及本公司作為擔保人與四間主要國際銀行訂立一項五年期銀團貸款信貸協議。據此，借款人獲授予總額為港幣573百萬元的定期貸款，其中包括獲行使的港幣23百萬元超額貸款，自首次提用該信貸之日起，為期五年。

於2016年12月，本公司作為擔保人及其一間間接全資附屬公司作為發行人與兩間機構投資者訂立一項有關本金總額最高為港幣200百萬元並於票據發行日期起計第二個週年日到期之優先有抵押票據之認購協議。

董事會認為該等信貸及認購協議之簽訂為本集團提供穩定流動資金。

匯率

本集團於本期間內主要以當地貨幣及美元為交易單位。此等貨幣之匯率波動對本集團影響輕微。

集團資產抵押及或有負債

除簡明綜合財務報表附註19所披露外，於2017年8月31日，本集團並無任何重大或有負債未於財務報表中撥備(2016年：無)。

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

管理層之討論及分析(續)

HUMAN RESOURCES

As at 31 August 2017, the total number of employees of the Group was approximately 3,080 (31 August 2016: 3,390). The change was mainly due to normal staff turnover, headcount adjustment of sales teams in Hong Kong and Mainland China, and delayed recruitment in light of the sluggish business environment. There were no major changes in human resource policies.

The Company offers competitive remuneration packages including salary, allowances, and discretionary bonus. Employees are rewarded on a performance basis with reference to market rates. To provide incentive or rewards to the employees, the Company has adopted a share option scheme. Other employee benefits include medical cover and subsidies for job-related continuing education. Retail frontline staff are provided with formal on-the-job training by internal senior staff and external professional trainers. There are discussion forum and in-house seminars for experience sharing.

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

人力資源

於2017年8月31日，本集團共聘用約3,080名僱員(2016年8月31日：3,390名)。人手變動主要由於正常員工流動、香港及中國內地銷售團隊員工數目調整及因營商環境疲弱而延遲招聘所致。人力資源政策並無重大變動。

本公司向員工提供具有競爭力的薪酬待遇，其中包括薪金、津貼及酌情花紅。僱員待遇按工作表現及參考市場水平釐定。為激勵或獎勵僱員，本公司已採納一項購股權計劃。其他僱員福利包括醫療保險及工作相關持續進修津貼。內部高級職員及外聘專業導師會向前線零售員工提供正統在職培訓。公司內部亦舉辦經驗分享會議及研討會。

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

CHANGE OF FINANCIAL YEAR END DATE

On 23 May 2017, the Board resolved that the financial year end date of the Company had been changed from 28 February (or 29 February in a leap year) to 31 March commencing from the financial year of 2017/18. The next published unaudited interim results of the Company will cover a 12-month period from 1 March 2017 to 28 February 2018 while the next published audited final results of the Company will cover a 13-month period from 1 March 2017 to 31 March 2018. Accordingly, the current financial period covers the six months ended 31 August 2017 and the comparative figures cover the six months ended 31 August 2016.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 August 2017, the interests and short positions of the Directors and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which 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 they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”), were as follows:

更改財政年度結算日

於2017年5月23日，董事會議決自2017/18的財政年度起，本公司之財政年度結算日由2月28日（或於閏年為2月29日）更改為3月31日。本公司於下一份未經審核中期業績所涵蓋之財務期間將由2017年3月1日起至2018年2月28日止12個月及下一份經審核全年業績所涵蓋之財務期間將由2017年3月1日起至2018年3月31日止13個月。故此，本公司當前財務期間涵蓋截至2017年8月31日止六個月及比較數字涵蓋截至2016年8月31日止六個月。

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉

於2017年8月31日，本公司董事及最高行政人員及／或彼等各自之任何聯繫人士擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所（包括根據以上條例有關條文已接受或被視為已接受的權益及淡倉）的本公司及其任何相聯法團（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉，或須根據以上條例第352條登記於由本公司存置之登記冊，或須根據上市公司發行人進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的本公司及其任何相聯法團（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉如下：

OTHER INFORMATION (CONTINUED)

其他資料(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

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

(i) 於本公司的普通股之權益及好倉

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

Name of Director	Personal interest	Family interest	Corporate interest	Derivative interest (share options)	Other interest	Approximate percentage of total issued share capital* 佔已發行股本總數概約百分比*
董事姓名	個人權益	家族權益	公司權益	衍生工具權益 (購股權)	其他權益	
Yau On Yee, Annie 邱安儀	116,666 (Note 附註 4)	178,454,403 (Notes 附註 1 & 4) 4,666 (Notes 附註 1 & 4)	-	1,411,666 (Notes 附註 2 & 3) 1,411,666 (Notes 附註 2 & 3)	-	73.92%

* The percentage was calculated based on 245,391,878 ordinary shares in issue of the Company as at 31 August 2017.

* 百分比是按於2017年8月31日本公司已發行245,391,878股普通股計算。

Notes:

附註:

- 178,454,403 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Partner Logistics Limited.

- 本公司178,454,403股普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生(為執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，邱安儀女士被視為持有由Partner Logistics Limited持有之所有股份之權益。

4,666 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Mr. Tse Tat Fung, Tommy.

本公司4,666股普通股乃由謝達峰先生持有。根據證券及期貨條例，邱安儀女士被視為持有由謝達峰先生持有之所有股份之權益。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

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

(i) 於本公司的普通股之權益及好倉(續)

Notes: (continued)

附註：(續)

2. 1,210,000 share options of the Company, which was adjusted to 1,411,666 upon the completion of the Bonus Issue on 4 August 2017, were granted to each of Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy on 1 March 2013. For details of adjustment, please refer to the section (ii) "Interests and long position in underlying shares of the Company". By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the share options of the Company granted to Mr. Tse Tat Fung, Tommy.
3. Duplication occurred in respect of the same blocks of share options as separately set out under section (ii) "Interests and long position in underlying shares of the Company".
4. Upon receipt of scrip shares as to the final dividend for the year ended 28 February 2017 on 1 September 2017, Ms. Yau On Yee, Annie's personal interest in the number of ordinary shares increased to 118,019, family interest in the number of ordinary shares increased to 179,080,354, in which 179,075,634 were held by Partner Logistics Limited and 4,720 were held by Mr. Tse Tat Fung, Tommy.

2. 本公司於2017年8月4日完成紅股發行，以致於2013年3月1日分別授予邱安儀女士及謝達峰先生本公司股份之購股權由1,210,000調整至1,411,666。有關調整詳情，請參閱「(ii)於本公司相關股份的權益及好倉」一節。根據證券及期貨條例，邱安儀女士被視為持有由謝達峰先生持有之所有購股權之權益。
3. 購股權一項重列於「(ii)於本公司相關股份的權益及好倉」一節。
4. 於2017年9月1日以代息股份收取截至2017年2月28日止年度之末期股息後，邱安儀女士持有之個人權益增加至118,019股普通股，而家族權益增加至179,080,354股普通股，其中179,075,634股普通股由Partner Logistics Limited持有及4,720股普通股由謝達峰先生持有。

OTHER INFORMATION (CONTINUED)

其他資料(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

(ii) Interests and long position in underlying shares of the Company

(ii) 於本公司相關股份的權益及好倉

During the Period, the Directors who had interests in option to subscribe for ordinary shares of the Company were set out as follows:

於本期間，董事持有可認購本公司普通股股份的購股權權益如下：

Name of Director	Date of Grant	Number of share options						Adjustment during the Period	Outstanding as at 31 August 2017	Exercise price per share	Vesting/Exercise Period
		Outstanding as at 1 March 2017	Granted during the Period	Exercised during the Period	Cancelled during the Period	Lapsed during the Period	Outstanding as at 31 August 2017				
董事姓名	授出日期 (日/月/年)	於2017年 3月1日 結餘	本期間 授出	本期間 行使	本期間 註銷	本期間 失效	本期間調整 (Note附註)	8月31日 結餘	每股 行使價格 (Note附註)	歸屬期/ 行使期間 (日/月/年)	
Yau On Yee, Annie 邱安儀	01/03/2013	1,210,000	-	-	-	-	201,666	1,411,666	HK\$3.54	15%: 01/09/2014 – 29/02/2020 15%: 01/03/2015 – 29/02/2020 30%: 01/03/2016 – 29/02/2020 40%: 01/03/2017 – 29/02/2020	

Note:

On 19 July 2017, an ordinary resolution was duly passed by the shareholders at the annual general meeting of the Company to approve the Bonus Issue. As a result of the Bonus Issue, adjustments were made to the exercise price and the number of shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding share options with effect from 4 August 2017. For details, please refer to the announcement of the Company dated 4 August 2017.

附註：

於2017年7月19日，股東於本公司之股東週年大會上正式通過普通決議案，以批准進行紅股發行。由於紅股發行，尚未行使購股權之行使價及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自2017年8月4日起生效。有關詳情，請參閱本公司於2017年8月4日之公告。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

Save as disclosed above and in the section headed "Share Option Scheme", as at 31 August 2017, none of the Directors, chief executive and their respective associates of the Company, had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive of the Company is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange.

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

除上文及「購股權計劃」一節所披露者外，於2017年8月31日，並無本公司的董事、最高行政人員及彼等之聯繫人士擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債權證之權益或淡倉(包括根據證券及期貨條例有關條文任何董事或最高行政人員所擁有或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入本公司存置之登記冊，或根據上市規則內所載之標準守則須知會本公司及聯交所之權益及淡倉。

OTHER INFORMATION (CONTINUED)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 August 2017, the interests, all being long positions, of any substantial shareholders or other persons (not being Directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

主要股東及其他人士於本公司股份及相 關股份中擁有的權益與淡倉

於2017年8月31日，任何主要股東或其他人士(並非本公司的董事或最高行政人員)在本公司股份及／或相關股份中擁有已根據證券及期貨條例第XV部第2及3分部的規定向本公司作出披露，及已根據證券及期貨條例第336條須記入本公司備存的登記冊內的權益(均為好倉)如下：

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉 (續)

		Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		
Name	Capacity	Number of share options	Number of ordinary shares	Approximate percentage of total issued share capital*
名稱	身份	購股權數目	普通股股份數目	佔已發行股本總數概約百分比*
(i) Partner Logistics Limited (Note 附註1)	Beneficial owner 實益擁有人	-	178,454,403 (Note 附註3)	72.72%
(ii) Blink Technology Limited (Note 附註1)	Interest of controlled corporation 受控制公司權益	-	178,454,403 (Note 附註3)	72.72%
(iii) Tse Tat Fung, Tommy (Note 附註1) 謝達峰	Interest of controlled corporation 受控制公司權益	-	178,454,403	72.72%
	Interest of spouse 配偶擁有權益	1,411,666	116,666	0.62%
	Beneficial owner 實益擁有人	1,411,666	4,666 (Note 附註4)	0.58%
(iv) Rosy Blue Overseas Holdings Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	178,454,403 (Note 附註3)	72.72%
(v) Rosy Blue Jewellery (HK) Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	178,454,403 (Note 附註3)	72.72%
(vi) Prime Investments S.A. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	178,454,403 (Note 附註3)	72.72%
(vii) Rosy Blue Investments S.à.R.L. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	178,454,403 (Note 附註3)	72.72%
(viii) Elmas Hong Kong Limited (Note 附註2)	Trustee 信託人	-	178,454,403 (Note 附註3)	72.72%
(ix) Viraj Russell Mehta (Note 附註2)	Settlor of discretionary trust 酌情信託之財產授予人	-	178,454,403 (Note 附註3)	72.72%

* The percentage was calculated based on 245,391,878 ordinary shares of the Company in issue as at 31 August 2017.

* 百分比是按於2017年8月31日本公司已發行245,391,878股普通股計算。

OTHER INFORMATION (CONTINUED)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Notes:

1. 178,454,403 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Blink Technology Limited, Ms. Yau On Yee, Annie (her deemed interest is disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in shares, Underlying Shares and Debentures of the Company") and Mr. Tse Tat Fung, Tommy are deemed to be interested in all the shares held by Partner Logistics Limited.

116,666 ordinary shares of the Company are held by Ms. Yau On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares of the Company held by Ms. Yau On Yee, Annie.

1,411,666 share options of the Company are held by Ms. Yau On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the share options of the Company held by Ms. Yau On Yee, Annie.

Another 1,411,666 share options and 4,666 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy.

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉(續)

附註：

1. 本公司178,454,403股普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生(為執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，Blink Technology Limited、邱安儀女士(彼被視為持有股份之權益之詳情載於「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」一節)及謝達峰先生被視為持有由Partner Logistics Limited持有之所有股份之權益。

本公司116,666股普通股乃由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視為持有由邱安儀女士持有之所有股份之權益。

本公司1,411,666股份之購股權乃由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視為持有由邱安儀女士持有之所有購股權之權益。

本公司另外1,411,666股份之購股權及4,666股普通股由謝達峰先生持有。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Notes: (continued)

2. *These ordinary shares of the Company, relating to the same block of shares mentioned in note 1 above, are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Rosy Blue Overseas Holdings Limited is the preference shareholder of Partner Logistics Limited. Rosy Blue Overseas Holdings Limited is wholly owned by Rosy Blue Jewellery (HK) Limited, which in turn is wholly owned by Prime Investments S.A.. Prime Investments S.A. is wholly owned by Rosy Blue Investments S.à.R.L., which in turn is wholly owned by Elmas Hong Kong Limited. Mr. Viraj Russell Mehta is the settlor and a beneficiary of a discretionary trust (the "Trust"), which in turns holds the interest in Rosy Blue Investments S.à.R.L. through Elmas Hong Kong Limited, as trustee of the Trust. By virtue of the SFO, each of Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A., Rosy Blue Investments S.à.R.L., Elmas Hong Kong Limited and Mr. Viraj Russell Mehta, is deemed to be interested in all the shares of the Company held by Partner Logistics Limited.*

3. *Upon receipt of scrip shares as to the final dividend for the year ended 28 February 2017 on 1 September 2017, the number of ordinary shares in which each of Partner Logistics Limited, Blink Technology Limited, Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A., Rosy Blue Investments S.à.R.L., Elmas Hong Kong Limited and Viraj Russell Mehta is interested in was increased to 179,075,634.*

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉(續)

附註：(續)

2. *此等普通股為上述附註1所提及的由 Partner Logistics Limited 持有之相同股份，該公司由 Blink Technology Limited 擁有及控制。Rosy Blue Overseas Holdings Limited 為 Partner Logistics Limited 的優先股股東，Prime Investments S.A. 透過 Rosy Blue Jewellery (HK) Limited 全資擁有 Rosy Blue Overseas Holdings Limited。而 Elmas Hong Kong Limited 全資擁有的 Rosy Blue Investments S.à.R.L. 全資擁有 Prime Investments S.A.。Viraj Russell Mehta 先生乃酌情信託(「信託」)之財產授予人及受益人，透過 Elmas Hong Kong Limited (信託之信託人) 全資擁有 Rosy Blue Investments S.à.R.L.。根據證券及期貨條例，Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A.、Rosy Blue Investments S.à.R.L.、Elmas Hong Kong Limited 及 Viraj Russell Mehta 先生均被視為持有由 Partner Logistics Limited 持有之所有股份之權益。*

3. *於2017年9月1日以代息股份收取截至2017年2月28日止年度之末期股息後，Partner Logistics Limited, Blink Technology Limited, Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A.、Rosy Blue Investments S.à.R.L., Elmas Hong Kong Limited and Viraj Russell Mehta 持有之權益分別增加至 179,075,634 股普通股。*

OTHER INFORMATION (CONTINUED)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Notes: (continued)

4. Upon receipt of scrip shares as to the final dividend for the year ended 28 February 2017 on 1 September 2017, Mr. Tse Tat Fung, Tommy's personal interest in the number of ordinary shares increased to 4,720, spouse interest in the number of ordinary shares increased to 118,019 and interest in the number of ordinary shares via Partner Logistics Limited and Blink Technology Limited increased to 179,075,634.

Save as disclosed above and in the section headed "Share Option Scheme", as at 31 August 2017, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉(續)

附註：(續)

4. 於2017年9月1日以代息股份收取截至2017年2月28日止年度之末期股息後，謝達峰先生持有之個人權益增加至4,720股普通股，透過其配偶擁有之權益增加至118,019股普通股，及透過Partner Logistics Limited及Blink Technology Limited擁有之權益增加至179,075,634股普通股。

除上文及「購股權計劃」一節所披露者外，於2017年8月31日，本公司並無獲告知有任何人士擁有本公司股份及／或相關股份之權益或淡倉而須根據證券及期貨條例第336條備存於本公司的登記冊內。

CHANGES OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

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

- Ms. Ng Yi Kum, Estella, an executive Director, has resigned as independent director of DS Healthcare Group, Inc. with effect from 16 May 2017.
- Mr. Erwin Steve Huang, a non-executive Director, has resigned as (i) Vice-Chairman of the Senior Citizen Home Safety Association with effect from 1 May 2017; (ii) President of Hong Kong Information Technology Federation with effect from 22 June 2017; (iii) Evangelist of WebOrganic with effect from 1 July 2017; and (iv) Chairman of eLearning Consortium with effect from 19 July 2017.
- Mr. Chui Chi Yun, Robert, an independent non-executive Director, has been appointed as independent non-executive director of F8 Enterprises (Holdings) Group Limited with effect from 23 March 2017.

根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，董事資料變動如下：

- 執行董事伍綺琴女士，自2017年5月16日起，辭任DS Healthcare Group, Inc.之獨立董事。
- 非執行董事黃岳永先生(i)自2017年5月1日起，辭任「長者安居協會」之副主席；(ii)自2017年6月22日起，辭任「香港資訊科技商會」之主席；(iii)自2017年7月1日起，辭任「有機上網」之代言人；及(iv)自2017年7月19日起，辭任「電子學習聯盟」之主席。
- 獨立非執行董事崔志仁先生，自2017年3月23日起，獲委任為F8企業(控股)集團有限公司之獨立非執行董事。

OTHER INFORMATION (CONTINUED)

其他資料(續)

SHARE OPTION SCHEME

The share option scheme adopted by the Company on 26 November 2003 (the “2003 Share Option Scheme”) was expired on 25 November 2013, and the Company adopted a new share option scheme at the Company’s annual general meeting held on 21 July 2016 (the “2016 Share Option Scheme”). Unless otherwise cancelled or amended, the 2016 Share Option Scheme will remain in force for 10 years from the said adoption date. As at the date of this report, no share option has been granted under the 2016 Share Option Scheme since it has been adopted.

Subsequent to the expiry of the 2003 Share Option Scheme, no further option can be granted thereunder but in all other respects, the provisions of the 2003 Share Option Scheme shall remain in force and all options granted prior to such expiry shall continue to be valid and exercisable in accordance therewith.

購股權計劃

本公司於2003年11月26日採納之購股權計劃(「2003年購股權計劃」)已於2013年11月25日屆滿，及本公司於2016年7月21日召開之本公司股東週年大會上採納一項新購股權計劃(「2016年購股權計劃」)。除非另有註銷或修訂者外，2016年購股權計劃將從該採納日起計10年內保持有效。自採納2016年購股權計劃至本報告日期為止，概無根據2016年購股權計劃授出購股權。

2003年購股權計劃屆滿後，將不會據此進一步授出購股權，惟2003年購股權計劃之條文於所有其他方面均仍然具約束力，而其屆滿前所授出之購股權仍然維持有效及可據此予以行使。

SHARE OPTION SCHEME (continued)

購股權計劃(續)

The movements in the share options under the 2003 Share Option Scheme during the Period were set out as follows:

於本期間，根據2003年購股權計劃而授出的購股權之變動情況載列於下表：

Name or category of participant 參與人士類別及姓名	Date of grant (dd/mm/yyyy) 授出日期 (日/月/年)	Number of share options 購股權數目						Adjustment during the Period 本期間調整 (Note 附註1)	Outstanding as at 31 August 2017 於2017年8月31日結餘	Exercise Price 行使價 (Note 附註1)	Vesting/Exercise Period (dd/mm/yyyy) 歸屬期/行使期 (日/月/年)
		Outstanding as at 1 March 2017 於2017年3月1日結餘	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Cancelled during the Period 本期間註銷	Lapsed during the Period 本期間失效					
Substantial shareholder 主要股東											
Tse Tat Fung, Tommy 謝達峰	01/03/2013	1,210,000	-	-	-	-	201,666	1,411,666	HK\$3.54	15%: 01/09/2014-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020	
Sub-total 小計		1,210,000	-	-	-	-	201,666	1,411,666			
Associate of Director/ substantial shareholder 董事及主要股東的 聯繫人											
Tse Sui Luen 謝瑞麟 (Note 附註2)	01/03/2013	800,000	-	-	-	-	133,333	933,333	HK\$3.54	15%: 01/09/2014-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020	
Sub-total 小計		800,000	-	-	-	-	133,333	933,333			
Employee 僱員											
In aggregate 合計	01/03/2013	3,290,000	-	-	-	-	548,333	3,838,333	HK\$3.54	15%: 01/09/2014-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020	
Sub-total 小計		3,290,000	-	-	-	-	548,333	3,838,333			
Service providers 服務供應商											
In aggregate 合計	01/03/2013	800,000	-	-	-	-	133,333	933,333	HK\$3.54	15%: 01/09/2014-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020	
Sub-total 小計		800,000	-	-	-	-	133,333	933,333			
Total 總數		6,100,000	-	-	-	-	1,016,665	7,116,665			

OTHER INFORMATION (CONTINUED)

其他資料(續)

SHARE OPTION SCHEME (continued)

Notes:

1. *As a result of the Bonus Issue, adjustments were made to the exercise price and the number of shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding share options with effect from 4 August 2017. For details, please refer to the announcement of the Company dated 4 August 2017.*
2. *Mr. Tse Sui Luen is the father of Mr. Tse Tat Fung, Tommy, a substantial shareholder of the Company and the father-in-law of Ms. Yau On Yee, Annie, an executive Director. Pursuant to Chapter 14A of the Listing Rules, Mr. Tse Sui Luen is an associate of Mr. Tse Tat Fung, Tommy and Ms. Yau On Yee, Annie respectively.*

Details of share options granted to the Directors, chief executive of the Company and the relevant movements during the Period are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" in this interim report.

Save as disclosed above, no share option was granted, exercised, cancelled or lapsed during the Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the Period.

購股權計劃(續)

附註：

1. 由於紅股發行，尚未行使購股權之行使價及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自2017年8月4日起生效。有關詳情，請參閱本公司於2017年8月4日之公告。
2. 謝瑞麟先生為本公司主要股東謝達峰先生之父親及執行董事邱安儀女士之家翁。根據上市規則第14A章，謝瑞麟先生分別為謝達峰先生及邱安儀女士之聯繫人。

於本期間內授予本公司董事及最高行政人員購股權的詳細資料及相關變動載列於本中期報告「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」一節內。

除上文所披露者外，於本期間概無購股權獲授出、行使、註銷或失效。

購買、出售或贖回本公司的上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS

A. Acting as guarantor for the facilities agreement with O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.)

In September 2016, the Company as guarantor and certain subsidiaries of the Company as borrowers (the “Borrowers”) entered into a facilities agreement (the “Facilities Agreement”) with O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.) acting as mandated lead arranger, facility agent, original lender and security agent, pursuant to which term loan facilities in the aggregate amount of HK\$573,000,000 (the “Facilities”), inclusive of an exercised greenshoe option upside of HK\$23,000,000, has been granted to the Borrowers for a term of 5 years from the date of the first utilisation of the Facilities.

Pursuant to the Facilities Agreement, among other things, it will be an event of default if (a) Ms. Yau On Yee, Annie, the spouse of Mr. Tse Tat Fung, Tommy (being the controlling shareholder of the Company) ceases to (i) be the Chairman of the Board, (ii) have control of the Company (which includes the right to determine the composition of a majority of the Board); or (b) Ms. Yau On Yee, Annie and her immediate family members, together, ceases to (i) be, directly or indirectly, the single largest shareholder of the Company, or (ii) have the ability to cast, or control the casting of 60% or more of the maximum number of votes that may be cast at any general meeting of the Company.

控股股東須履行的特定責任

A. 作為與王道商業銀行股份有限公司 (前稱為台灣工業銀行股份有限公司) 所訂立信貸協議之擔保人

於2016年9月，本公司作為擔保人及其若干附屬公司作為借款人(「借款人」)與王道商業銀行股份有限公司(前稱為台灣工業銀行股份有限公司)作為受託牽頭經辦行、信貸代理人、原借貸人以及質押代理人，訂立一項信貸協議「(信貸協議)」。據此，借款人獲授予總額為港幣573,000,000元的定期貸款「(該信貸)」，其中包括獲行使港幣23,000,000元超額貸款，自首次提用該信貸之日起，為期五年。

根據信貸協議，倘出現相關情況，將產生違約事件，其中包括：(a) 邱安儀女士，為謝達峰先生之配偶(其為本公司之控股股東)，不再(i)擔任董事會主席一職；(ii)擁有本公司之控制權(包括決定董事會大部份成員組成的權利)；或(b) 邱安儀女士及其直系家屬共同不再(i)是本公司直接或間接之單一大股東；或(ii)具能力投出或控制投出在本公司任何股東大會上可投出之最高票數的60%或以上。

OTHER INFORMATION (CONTINUED)

其他資料(續)

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS (continued)

A. Acting as guarantor for the facilities agreement with O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.) (continued)

Upon the occurrence of such an event of default which is continuing, the agent under the Facilities Agreement may, and shall if so directed by the majority of the lenders, cancel the Commitments (as defined in the Facilities Agreement) or any part thereof, and/or declare all or part of the loans outstanding under the Facilities together with accrued interest and other amounts be immediately due and payable, and/or declare all or part of the loans outstanding under the Facilities be payable on demand, and/or exercise any or all of its rights, remedies, powers or discretions under the Finance Documents (as defined in the Facilities Agreement), as the case may be.

B. Acting as guarantor for the subscription agreement with two institutional investors

In December 2016, the Company as guarantor and TSL Manufacturing and Distribution Limited as issuer (the "Issuer"), an indirectly wholly-owned subsidiary of the Company, entered into a subscription agreement (the "Subscription Agreement") with two institutional investors (collectively "Subscribers") pursuant to which the Issuer has agreed to issue, and the Subscribers have agreed to subscribe from the Issuer, senior secured notes in an aggregate principal amount of up to HK\$200 million (the "Notes") maturing on the second anniversary of the issue date of the Notes. The Notes may be extended for a further term of one year by the Issuer with the consent of the Note holders.

控股股東須履行的特定責任(續)

A. 作為與王道商業銀行股份有限公司 (前稱為台灣工業銀行股份有限公司)所訂立信貸協議之擔保人(續)

倘該違約事件持續發生，如獲多數借貸人的指示，代理人可在信貸協議下及視情況而定，取消該貸款承諾(定義見信貸協議)或其部份；及/或宣佈該信貸下未償還的貸款的全部或部份金額，連同應計利息及其他款項即時到期及須予償還；及/或宣佈該信貸下未償還的貸款的全部或部份金額在要求下須予償還；及/或按信貸文件(定義見信貸協議)行使任何或所有的權利、補償方案、權力或酌情權。

B. 作為與兩間機構投資者所訂立認購協議之擔保人

於2016年12月，本公司作為擔保人及其間接全資附屬公司，謝瑞麟製造及分銷有限公司作為發行人(「發行人」)與兩間機構投資者(統稱「認購者」)訂立一項認購協議(「認購協議」)。據此，發行人同意發行，而認購者同意向發行人認購本金總額最高為港幣200,000,000元並於票據發行日期起計第二個週年日到期之優先有抵押票據(「票據」)。票據可由發行人經票據持有人同意後進一步延長一年。

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS (continued)

B. Acting as guarantor for the subscription agreement with two institutional investors (continued)

Pursuant to the Subscription Agreement, among other things, it will be an event of default if Ms. Yau On Yee, Annie: (i) ceases to be the Chairman of the Board; or (ii) together with her close relatives (being her parents, spouse or children), cease to beneficially own, directly or indirectly, the largest percentage or proportion of the entire issued share capital of the Company (excluding any part thereof that carries no voting rights) or to control the Company (where “control” is defined as meaning the power or right (whether by way of ownership or shares, proxy, contract, agency or otherwise or directly or indirectly) to: (a) cast or control the casting of more than 50% of the votes that might be cast at a general meeting of the Company; (b) appoint or remove all or a majority of the Directors or remove any Director; and/or (c) direct or cause the direction of the operations, management and financial or other policies of the Company).

Upon the occurrence of such an event of default, each Note holder shall have the right to require the Issuer to either redeem all or a part of such Notes held by such Note holder or in addition to and without prejudice to any of the Issuer’s other payment obligations, pay default interest to such Note holder in the amount pursuant to the terms and conditions of the Notes.

控股股東須履行的特定責任(續)

B. 作為與兩間機構投資者所訂立認購協議之擔保人(續)

根據認購協議，倘出現相關情況，將產生違約事件，其中包括：邱安儀女士(i)不再擔任董事會主席一職；或(ii)與其直系家屬(即其父母、配偶或子女)共同不再直接或間接實益擁有本公司全部已發行股本(不包括沒有表決權的任何部分)的最大百分比或比例，或控制本公司(其中「控制」的定義是指具權力或權利(無論是通過股份、代理人、合同、代理或其他方式直接或間接擁有)，以(a)投出或控制投出在本公司股東大會上超過50%之投票權；(b)委任或罷免全部或大部分董事，或罷免任何董事；及/或(c)主導或促成本公司之經營、管理及財務或其他政策)。

倘發生違約事件，各票據持有人有權要求發行人贖回該票據持有人持有的全部或部分票據，或在不損害發行人任何其他付款責任的情況下，按照票據的條款及條件支付該票據持有人的違約利息。

OTHER INFORMATION (CONTINUED)

其他資料(續)

CORPORATE GOVERNANCE

Compliance with the Corporate Governance Code of the Listing Rules

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

Code provision A.2.1

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

AUDIT COMMITTEE

The Audit Committee has reviewed the Company’s unaudited consolidated financial statements and interim report for the Period, including the accounting principles and practices adopted by the Group, and discussed with management regarding auditing, risk management, internal control and financial reporting matters.

企業管治

遵守上市規則之企業管治守則

本公司致力制定良好企業管治常規及程序。於本期間，除以下所披露守則條文A.2.1外，本公司一直應用上市規則附錄十四所載《企業管治守則》(「企業管治守則」)之原則及遵守全部守則條文。

守則條文A.2.1

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

審核委員會

審核委員會已審閱本公司截至本期間的未經審核綜合財務報表及中期報告，包括本集團採納的會計原則及準則，並與管理層討論有關審核、風險管理、內部監控及財務報告等事宜。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

By Order of the Board

Yau On Yee, Annie

Chairman

Hong Kong, 24 October 2017

董事進行證券交易之標準守則

本公司已採納上市規則附錄十之標準守則，作為本公司有關董事進行證券交易之操守準則。本公司已向全體董事作出特定查詢，董事均確認彼等於本期間遵守載列於標準守則所規定之標準。

承董事會命

邱安儀

主席

香港，2017年10月24日

TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED

(incorporated in Bermuda with limited liability)

謝瑞麟珠寶(國際)有限公司

(於百慕達註冊成立之有限公司)

© Copyright Tse Sui Luen Jewellery (International) Limited. All rights reserved.

No part of this publication may be reproduced, stored in a retrieval system, or transmitted, in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise, without the prior written permission of TSL.



T S L 謝瑞麟

HONG KONG

