WING HING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 621)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2011

RESULTS

The Board of Directors of Wing Hing International (Holdings) Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2011 together with the comparative figures for the year ended 31 March 2010 as follows:

Consolidated Statement of Comprehensive Income
For the year ended 31 March 2011

	Note	**2011** **HK$'000**	2010 HK$'000
Continuing operations:			
Revenue	3	**43,905**	26,270
Cost of sales		**(35,426)**	(19,149)
Gross profit		**8,479**	7,121
Other income	5	**224**	1
Other gains and losses	6	**—**	(76)
Administrative and operating expenses		**(32,266)**	(16,743)
Finance costs	7	**(408)**	(568)
Loss before tax		**(23,971)**	(10,265)
Income tax expenses	8	**(162)**	(1,901)
Loss for the year from continuing operations	10	**(24,133)**	(12,166)
Discontinued operations:			
Loss for the year from discontinued operations		**—**	(22)
Loss for the year		**(24,133)**	(12,188)
Other comprehensive income:			
Exchange differences on translating foreign operations		**16,725**	—
Total comprehensive income for the year		**(7,408)**	(12,188)

	Note	**2011** *HK$'000*	2010 *HK$'000*
Loss attributable to:			
Owners of the Company		**(21,359)**	(14,404)
Non-controlling interests		**(2,774)**	2,216
		(24,133)	(12,188)
Total comprehensive income attributable to:			
Owners of the Company		**(8,234)**	(14,404)
Non-controlling interests		**826**	2,216
		(7,408)	(12,188)
Dividend	9	**—**	—
Loss per share	11		
From continuing and discontinued operations			
Basic and diluted *(HK cents per share)*		**1.17**	1.17
From continuing operations			
Basic and diluted *(HK cents per share)*		**1.17**	1.17

Consolidated Statement of Financial Position
At 31 March 2011

	Note	2011 HK$'000	2010 HK$'000
Non-current assets			
Property, plant and equipment		**12,924**	2,545
Mining rights	13	**281,120**	241,530
Prepayments		**1,410**	—
		295,454	244,075
Current assets			
Inventories		**15**	—
Trade and other receivables	15	**48,412**	56,814
Pledged bank deposits	22	**5,921**	—
Cash and bank balances		**156,069**	45,907
Assets classified as held for sale	14	**87,360**	—
		297,777	102,721
Current liabilities			
Trade and other payables	16	**30,757**	2,021
Current tax liabilities		**2,944**	2,492
		33,701	4,513
Net current assets		**264,076**	98,208
Total assets less current liabilities		**559,530**	342,283
Capital and reserves			
Share capital	18	**21,979**	16,354
Reserves		**435,422**	251,240
Equity attributable to owners of the Company		**457,401**	267,594
Non-controlling interests		**75,544**	74,689
Total equity		**532,945**	342,283
Non-current liabilities			
Deferred tax liabilities		**26,265**	—
Provision for restoration cost		**320**	—
		26,585	—
		559,530	342,283

Notes to the Consolidated Financial Statements

1. GENERAL

Wing Hing International (Holdings) Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office is situated at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The Company's principal place of business in Hong Kong is situated at Unit 1901, 19th Floor, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in the operations of coal mines and gold mine, leasing of mining licences in the People's Republic of China (the "PRC") and sale of minerals.

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

In the current year, the Group has applied the following new and revised Hong Kong Accounting Standards ("HKAS"), amendments and Hong Kong (IFRIC) Interpretations ("HK (IFRIC)-Int") ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009
HKFRSs (Amendments)	Amendments to HKFRS 5 as part of improvements to HKFRSs issued in 2008
HKAS 27 (Revised 2008)	Consolidated and Separate Financial Statements
HKAS 32 (Amendments)	Classification of Right Issues
HKAS 39 (Amendments)	Financial Instruments: Recognition and Measurement — Eligible Hedged Items
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised 2008)	Business Combinations
HK (IFRIC) — Int 17	Distributions of Non-cash Assets to Owners
HK — Int 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

HKFRS 3 (as revised in 2008) Business Combinations

HKFRS 3 (as revised in 2008) has been applied in the current year prospectively to business combinations of which the acquisition date is on or after 1 April 2010 in accordance with the relevant transitional provisions. Its application has affected the accounting for business combinations in the current year.

The impact of the application of HKFRS 3 (as revised in 2008) is as follows:

- HKFRS 3 (as revised in 2008) allows a choice on a transaction-by-transaction basis for the measurement of non-controlling interests at the date of acquisition (previously referred to as "minority" interests) either at fair value or at the non-controlling interests' share of recognized identifiable net assets of the acquiree.

- HKFRS 3 (as revised in 2008) changes the recognition and subsequent accounting requirements for contingent consideration. Previously contingent consideration was recognized at the acquisition date only if payment of the contingent consideration was probable and it could be measured reliably; any subsequent adjustments to the contingent consideration were always made against the cost of the acquisition. Under the revised standard, contingent consideration is measured at fair value at the acquisition date; subsequent adjustments to the consideration are recognized against the cost of acquisition only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognized in profit or loss.

- HKFRS 3 (as revised in 2008) requires the recognition of a settlement gain or loss when the business combination in effect settles a pre-existing relationship between the Group and the acquiree.

- HKFRS 3 (as revised in 2008) requires acquisition-related costs to be accounted for separately from the business combination, generally leading to those costs being recognized as an expense in profit or loss as incurred, whereas previously they were accounted for as part of the cost of the acquisition.

The impact of adoption of HKFRS 3 (as revised in 2008) on the acquisition during the current period has been related to the acquisition-related costs. It requires acquisition-related costs to be accounted for separately from the business combination. As a result, the Group has recognized these costs as an expense in profit or loss, whereas previously they would have been accounted as part of the cost of the acquisition.

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements

The application of HKAS 27 (as revised in 2008) has resulted in changes in the Group's accounting policies for the Group's change in ownership interests in subsidiaries of the Group.

Specifically, the revised standard has affected the Group's accounting policies regarding changes in the Group's ownership interests in its subsidiaries that do not result in loss of control. In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognized, when appropriate; for decreases in interests in existing subsidiaries that did not involve a loss of control, the difference between the consideration received and the adjustment to the non-controlling interests was recognized in profit or loss. Under HKAS 27 (as revised in 2008), all such increases or decreases are dealt with in equity, with no impact on goodwill or profit or loss.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised standard requires the Group to derecognize all assets, liabilities and non-controlling interests at their carrying amounts and to recognize the fair value of the consideration received. Any retained interest in the former subsidiary is recognized at its fair value at the date control is lost. The resulting difference is recognized as a gain or loss in profit or loss.

These changes have been applied prospectively from 1 April 2010 in accordance with the relevant transitional provisions.

In addition, under HKAS 27 (as revised in 2008), the definition of non-controlling interest has been changed. Specifically, under the revised standard, non-controlling interest is defined as the equity in a subsidiary not attributable, directly or indirectly, to a parent. The adoption of HKAS 27 (as revised in 2008) had no material impact in the current period.

New and revised standards and Interpretations in issue but not yet effective

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 except for the amendments to HKFRS 3 (as revised in 2008), HKFRS 7, HKAS 1 and HKAS 28[1]
HKFRSs 1(Amendments)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters[2]
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets[4]
HKFRS 9	Financial Instruments[6]
HKFRS 10	Consolidated Financial Statements[6]
HKFRS 11	Joint Arrangements[6]
HKFRS 12	Disclosures of Interests in Other Entities[6]
HKFRS 13	Fair Value Measurement[6]
HKAS 12 (Amendments)	Deferred tax: Recovery of Underlying Assets[5]
HKAS 24 (as revised in 2009)	Related Party Disclosures[3]
HKAS 27 (as revised in 2011)	Separate Financial Statements[6]
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures[6]
HK (IFRIC) — Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement[3]
HK (IFRIC) — Int 19	Extinguishing Financial Liabilities with Equity Instruments[2]

Notes:

1. Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate
2. Effective for annual periods beginning on or after 1 July 2010
3. Effective for annual periods beginning on or after 1 January 2011
4. Effective for annual periods beginning on or after 1 July 2011
5. Effective for annual periods beginning on or after 1 January 2012
6. Effective for annual periods beginning on or after 1 January 2013

HKFRS 9 *Financial Instruments* (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 *Financial Instruments* (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognized financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 that will be adopted in the Group's consolidated financial statements for the annual period beginning 1 April 2013 and that the application of the new standard may have a significant impact on amounts reported in respect of the Group's financial assets. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

The Group is in the process of making an assessment of the impact of HKFRS 10, HKFRS 11 , HKFRS 12, HKFRS 13, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011) but is not yet in a position to state whether these new standards and amendments would have significant impact on the consolidated financial statements.

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

3. REVENUE

An analysis of the Group's revenue generated from external customers for the year is as follows:

	2011	2010
	HK$'000	*HK$'000*
Revenue from sale of minerals	**34,410**	18,398
Revenue from leasing of mining licences	**4,340**	7,872
Revenue from gold mining operation	**4,925**	—
Revenue from loan guarantee service	**230**	—
	43,905	26,270

4. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

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

(i) Coal mining operations.

(ii) Gold mining operations.

(iii) Loan guarantee service operation.

(iv) Sale of minerals.

Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment:

	Segment revenue		Segment profit/(loss)	
	2011	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Coal mining operations	**4,340**	7,872	**(9,214)**	7,575
Gold mining operation	**4,925**	—	**547**	—
Sale of minerals	**34,410**	18,398	**5,340**	(95)
Loan guarantee service operation	**230**	—	**(2,736)**	—
Total	**43,905**	26,270	**(6,063)**	7,480
Other income			**224**	1
Other gains and losses			**—**	(76)
Central administration costs			**(18,132)**	(17,670)
Loss before tax			**(23,971)**	(10,265)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2010: nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment loss represents the loss earned by each segment without allocation of central administrative costs including directors' salaries, other income, other gains or losses, and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and assessment of segment performance.

Segment assets and liabilities

	2011	2010
	HK$'000	*HK$'000*
Segment assets		
Coal mining operations	**269,554**	272,143
Gold mining operation	**119,180**	—
Sale of minerals	**34,436**	40
Loan guarantee service operation	**96,890**	—
Unallocated corporate assets	**73,171**	74,613
Consolidated assets	**593,231**	346,796
Segment liabilities		
Coal mining operations	**23,741**	854
Gold mining operation	**28,400**	—
Sale of minerals	**4**	—
Loan guarantee service operation	**1,913**	—
Unallocated corporate liabilities	**6,228**	3,659
Consolidated liabilities	**60,286**	4,513

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

- all assets are allocated to reportable segments other than unallocated corporate assets; and
- all liabilities are allocated to reportable segments other than current and deferred tax liabilities.

Revenue from major products and services

The Group's revenue from continuing operations from its major products and services was mainly attributable to its mining operations, gold mining operation and loan guarantee service operation.

Geographical information

The Group principally operates in Hong Kong and the PRC.

The Group's revenue from continuing operations from external customers and information about its non-current assets by geographical location are detailed below:

	Revenue from external customers		**Non-current assets**	
	2011	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
PRC	**9,495**	7,872	**293,478**	241,530
Hong Kong	**34,410**	18,398	**1,976**	2,545
	43,905	26,270	**295,454**	244,075

5. OTHER INCOME

Continuing operations

	2011	2010
	HK$'000	*HK$'000*
Interest income on interest bearing receivable	**153**	—
Interest income on bank deposits	**48**	1
Gain on early redemption of promissory note	**23**	—
	224	1

6. OTHER GAINS AND LOSSES

Continuing operations

	2011	2010
	HK$'000	*HK$'000*
Loss on disposal of property, plant and equipment	**—**	(76)

7. FINANCE COSTS

Continuing operations

	2011	2010
	HK$'000	*HK$'000*
Effective interest expense on promissory note	**408**	507
Others	**—**	61
	408	568

No borrowing costs were capitalized during the year ended 31 March 2011 (2010: Nil).

8. INCOME TAX EXPENSES

Continuing operations

	2011	2010
	HK$'000	*HK$'000*
Current tax:		
PRC Enterprise Income Tax	**347**	1,901
Deferred tax:		
Current year	**(185)**	—
	162	1,901

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for both years.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (2010: 25%). Taxation arising in other jurisdictions is calculation at the rates prevailing in the relevant jurisdictions.

9. DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the year ended 31 March 2011 (2010: Nil).

10. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

Loss for the year from the continuing operations has been arrived at after charging:

	2011	2010
	HK$'000	*HK$'000*
Depreciation for property, plant and equipment	**1,802**	428
Amortization of prepaid lease payments	**—**	1
Amortization of mining rights (included in cost of sales)	**2,181**	1,376
Total depreciation and amortization	**3,983**	1,805
Auditors' remuneration	**400**	1,100
Minimum lease payments paid under operating leases during the year:		
Premises	**1,225**	976
Employee benefits expense (including directors' remuneration):		
Wages and salaries	**4,153**	2,178
Share-based payments	**—**	5,742
Contributions to retirement benefits schemes	**106**	59
	4,259	7,979
Cost of inventories recognized as an expense	**28,979**	17,773

11. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	2011	2010
	HK$'000	*HK$'000*
Loss		
Loss for the purpose of basic loss per share (loss for the year attributable to owners of the Company)	**(21,359)**	(14,404)

	2011	2010
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	**1,830,477**	1,232,474

From continuing operations

The calculation of the basic loss per share from continuing operations attributable to owners of the Company is based on the following data:

Loss figures are calculated as follows:

	2011	2010
	HK$'000	*HK$'000*
Loss for the year attributable to owners of the Company	**(21,359)**	(14,404)
Less: Loss for the year from discontinued operations	**—**	(22)
Loss for the purpose of basic loss per share from continuing operations	**(21,359)**	(14,382)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

From discontinued operations

The Group has not discontinued operations during the year. Basic loss per share for the discontinued operations is HK0.002 cent per share for the year ended 31 March 2010, based on the loss for the year ended 31 March 2010 from the discontinued operations of approximately HK$22,000 and the denominators detailed above for both basic and diluted loss per share.

The computation of diluted loss per share did not assume the exercise of the Company's outstanding warrants and options as their exercise would reduce the loss per share for the year ended 31 March 2010 and 2011.

12. BUSINESS COMBINATIONS

Pursuant to an acquisition agreement dated 8 February 2010, a supplemental agreement dated 14 May 2010 and a second supplemental agreement dated 2 July 2010, the Group acquired 100% equity interest in Bestkin International Limited. The acquisition was completed on 2 July 2010.

Bestkin International Limited (through its subsidiary) was mainly involved in holding the mining license for conducting mining activity at a gold mine located in the PRC.

The net assets acquired in the acquisition were as follows:

	Bestkin International Limited *HK$'000*
Non-current assets	
Mining right	113,988
Property, plant and equipment	157
Current assets	
Inventory	54
Trade and other receivables	227
Bank balances	1,245
Current liabilities	
Trade and other payables	(1,188)
Non-current liability	
Deferred tax liabilities	(26,445)
Total net assets	88,038
Total consideration satisfied by:	
Cash consideration paid	58,000
Fair value of promissory note issued *(note)*	30,038
Total	88,038
Net cash outflow arising on acquisition:	
Cash consideration paid	(58,000)
Cash and cash equivalent acquired	1,245
Total	(56,755)

Note: The fair value of the promissory note issued was determined by discounting the amounts payable to their present value at the date of exchange.

13. MINING RIGHTS

	HK$'000
Cost	
Balance at 31 March 2009 and 31 March 2010	250,050
Acquisition through business combination	113,988
Transfer to assets classified as held for sale	(91,405)
Effect of foreign currency exchange difference	15,592
Balance at 31 March 2011	288,225
Amortization and impairment	
Balance at 31 March 2009	7,144
Amortization provided for the year	1,376
Balance at 31 March 2010	8,520
Amortization provided for the year	2,181
Transfer to assets classified as held for sale	(4,045)
Effect of foreign currency exchange difference	449
Balance at 31 March 2011	7,105
Carrying amounts	
Balance at 31 March 2011	281,120
Balance at 31 March 2010	241,530

The mining rights represent the rights to conduct mining activities in various coal mines and a gold mine situated in the PRC.

14. ASSETS CLASSIFIED AS HELD FOR SALE

	2011	2010
	HK$'000	*HK$'000*
Mining rights	**87,360**	—

On 31 December 2010, Guizhou Jinyida Mining Company Limited ("貴州金億達礦業有限公司"), an indirect subsidiary of the Company, as the vender entered in a sale and purchase agreement with an independent third party, pursuant to which the purchaser conditionally agreed to purchase and the vendor conditionally agreed to sell certain coal mining licenses at a total consideration of RMB76,000,000 (equivalent to approximately HK$90,000,000). The sale and purchase of certain coal mining licenses has not been completed as at 31 March 2011.

15. TRADE AND OTHER RECEIVABLES

	2011 HK$'000	2010 HK$'000
Accounts receivable	**34,790**	2,837
Less: Allowance for doubtful debts	**—**	—
Total trade receivables as shown under current assets	**34,790**	2,837
Deposits paid for acquisition of subsidiaries	**—**	33,000
Deposits paid for purchase of goods	**16,210**	15,521
Prepayments, deposits and other receivables	**6,927**	5,456
Less: Impairment for deposits paid for purchase of goods	**(8,105)**	—
	15,032	53,977
Less: Prepayments classified as non-current assets	**(1,410)**	—
	13,622	53,977
	48,412	56,814

An aged analysis of accounts receivable net of allowance for doubtful debts at the end of reporting period, based on the invoice date, is as follows:

	2011 HK$'000	2010 HK$'000
0–90 days	**34,790**	2,837

16. TRADE AND OTHER PAYABLES

	2011 HK$'000	2010 HK$'000
Other payables and accruals	**10,541**	1,815
Amount due to a director	**216**	206
Deposit received for disposal of mining rights	**20,000**	—
	30,757	2,021

The amount due to a director is unsecured, interest-free and has no fixed terms of repayment.

17. PROMISSORY NOTE

On 3 September 2010, the Company issued a promissory note with a principal amount of HK$30,000,000 to the vendor as part of the purchase consideration for the acquisition of 100% equity interests in Bestkin International Limited ("Bestkin") and full amount of the shareholder's loan owned by Bestkin to the vendor. The promissory note is transferable, unsecured, carried interest at 3.5% per annum and has a fixed term of two years from the date of issue. The promissory note was fully settled during the year ended 31 March 2011 and a gain on early redemption of approximately HK$23,000 was recognised in profit or loss.

18. SHARE CAPITAL

	Notes	Number of shares	Share capital HK$'000
Authorized			
At 1 April 2009, ordinary shares of HK$1 each		150,000,000	150,000
Capital Reorganization	(a)	1,350,000,000	—
Share Subdivision	(b)	13,500,000,000	—
At 31 March 2010, ordinary shares of HK$0.01 each		15,000,000,000	150,000
At 31 March 2011, ordinary shares of HK$0.01 each		15,000,000,000	150,000
Issued and fully paid			
At 31 March 2009		89,860,000	89,860
Issue of shares under subscription agreements	(c)	13,800,000	13,800
Issue of shares under a placing agreement	(d)	12,000,000	12,000
Capital Reorganization	(a)	—	(104,094)
Issued of share under Open Offer	(e)	46,264,000	4,626
Share Subdivision	(b)	1,457,316,000	—
Exercise of options	(f)	16,192,400	162
At 31 March 2010		1,635,432,400	16,354
Issue of new shares under a placing agreement	(g)	80,000,000	800
Issue of new shares under a placing agreement	(h)	346,000,000	3,460
Exercise of options	(i)	48,977,200	490
Exercise of warrants	(j)	87,500,000	875
At 31 March 2011		2,197,909,600	21,979

Notes:

(a) On 7 October 2009, the Company's board of directors (the "Board") announced that the Company intended to put forward to the shareholders for their approval the capital reorganization (the "Capital Reorganization"). Pursuant to the Capital Reorganization (i) the issued share capital of the Company would be reduced by cancelling the paid-up capital to the extent of HK$0.90 on each issued share such that the par value of each issued share would be reduced from HK$1.00 to HK$0.10, thereby giving rise to a credit of HK$104,094,000 (the "Capital Reduction"); (ii) the share subdivision would involve the sub-division of each authorized but unissued share into ten new shares; and (iii) upon the Capital Reduction and the Share Subdivision becoming effective, the entire amount standing to the credit of the share premium account of the Company would be reduced to nil (the "Share Premium Reduction"). The total credit amount arising from both the Capital Reduction and the Share Premium Reduction would be transferred to the contributed surplus account of the Company which would be utilized in accordance with the bye-laws of the Company and all applicable laws including, without limitation, to set-off against the accumulated losses of the Company. The special resolution in relation to the Capital Reorganization was duly passed by the shareholders at the special general meeting held on 12 November 2009 and became effective on the same date.

(b) Pursuant to the ordinary resolution passed by the Company's shareholders at the special general meeting held on 4 January 2010, each of the issued and unissued shares of HK$0.10 each in the share capital of the Company was subdivided into ten shares of HK$0.01 each (the "Share Subdivision"). The Share Subdivision became effective on 5 January 2010.

(c) Pursuant to the subscription agreements dated 7 August 2009, the Company issued and allotted 10,350,000 and 3,450,000 new shares of HK$1 each in the capital of the Company to Galaxy Asset Management (HK) Limited and VMS Investment Group Limited, respectively, at the subscription price of HK$1.46 per share on 1 September 2009. The net proceeds of approximately HK$20,041,000 would be used as general working capital of the Group.

(d) Pursuant to the subscription agreement dated 25 September 2009, the Company issued and allotted 12,000,000 new shares of HK$1 each in the capital of the Company to Cheever Capital Management (Asia) Limited at the subscription price of HK$1.78 per share on 13 October 2009. The net proceeds of approximately HK$21,207,000 would be used for financing the Company's future potential investments.

(e) On 16 November 2009, the Board announced the Company proposed to raise approximately HK$83.3 million (before expenses) by issuing 46,264,000 offer shares of HK$0.1 each in the capital of the Company (the "Offer Shares") at a subscription price of HK$1.80 per Offer Share by way of an open offer, payable in full on acceptance, on the basis of two Offer Shares for every five shares held by qualifying shareholders on the record date (the "Open Offer"). Completion of the Open Offer took place on 29 December 2009 and 46,264,000 Offer Shares were allotted and issued at a subscription price of HK$1.80 per Offer Share. The Company raised a sum of approximately HK$83.3 million before expenses through the Open Offer.

(f) Share options were exercised by option holders during the year ended 31 March 2010 to subscribe for a total of 16,192,400 shares of HK$0.01 each by payment of subscription monies of approximately HK$2,989,000, of which approximately HK$162,000 was credited to share capital and the balance of approximately HK$3,784,000 and HK$957,000 was credited to the share premium account and debited to the share option reserve account respectively.

(g) On 5 May 2010, the Company announced that an aggregate of 80,000,000 shares of HK$0.01 each in the capital of the Company were placed to not fewer than six placees, at the placing price of HK$0.50 per placing share, upon completion of the placing agreement dated 26 April 2010 entered into between the Company and VC Brokerage Limited as the placing agent. The net proceeds from the aforesaid placing amounted to approximately HK$39.3 million which were intended to be used for the general working capital of the Group and potential investments.

(h) On 27 January 2011, the Company announced that an aggregate of 346,000,000 shares of HK$0.01 each in the capital of the Company were placed to not fewer than six placees, at the placing price of HK$0.40 per placing share, upon completion of the placing agreement dated 18 January 2011 entered into between the Company and Daily Growth Securities Limited as the placing agent. The net proceeds from the aforesaid placing amounted to approximately HK$135.5 million which were intended to be used for the general working capital of the Group and potential investments.

(i) Share options were exercised by option holders during the year ended 31 March 2011 to subscribe for a total of 48,977,200 shares of HK$0.01 each by payment of subscription monies of approximately HK$9,041,000, of which approximately HK$489,772 was credited to share capital and the balance of approximately HK$11,446,000 and HK$2,895,000 was credited to the share premium account and debited to the share option reserve account respectively.

(j) Warrants were exercised by warrant holder during the year ended 31 March 2011 to subscribe for a total of 87,500,000 shares of HK$0.01 each by payment of subscription monies of approximately HK$14,000,000, of which approximately HK$875,000 was credited to share capital and the balance of approximately HK$13,212,500 and HK$87,500 were credited to the share premium account and debited to the warrant reserve account respectively.

19. COMMITMENT

	2011	2010
	HK$'000	*HK$'000*
Commitment under a service agreement	—	9,571
Capital commitment under an agreement for acquisition of subsidiaries	—	53,000
	—	62,571

20. CONTINGENT LIABILITIES

The Group has contingent liabilities of RMB19,200,000 equivalent to approximately HK$22,760,000 in relation to the provision of the guarantee service in PRC.

21. OPERATING LEASES

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

	2011	2010
	HK$'000	*HK$'000*
Within one year	**274**	935
In the second to fifth year inclusive	—	233
	274	1,168

Save as disclosed above, there was no material change in the Group's commitments as compared to the most recent published annual report.

22. PLEDGE OF ASSETS

As at 31 March 2011, the Group has pledged bank deposits approximately of HK$5,920,000 (31 March 2010: Nil) for providing loan guarantee service to clients in the PRC.

23. EVENTS AFTER THE REPORTING PERIOD

Pursuant to the acquisition agreement dated 28 January 2011 and the amendment agreement dated 22 March 2011 entered into between the Company, 16 sellers of Taung Gold Limited ("Taung Gold"), Mandra Materials Limited and Gold Commercial Services Limited ("GoldCom") for the acquisition of up to 86.97% of the issued share capital of Taung Gold at consideration up to US$580,000,000. The consideration is to be satisfied by the issue of up to 10,977,630,003 new shares of the Company at the issue price of HK$0.41 per share. Assuming all optionholders of Taung Gold exercise their optionholder put options to sell 80% of their options, an additional 1,009,616,519 new shares will be issued to GoldCom or the optionholders of Taung Gold.

Taung Gold is engaged in the acquisition, exploration and development of mineral assets in respect of gold (and minerals associated with gold) located in the Republic of South Africa. Taung Gold through its wholly-owned subsidiaries holds various rights with respect to the Evander Project, the Jeanette Project, the Hilton Project and the Greenfields Projects. The primary projects of Taung Gold are the Evander project and the Jeanette Project, both projects are located at the Republic of South Africa. The Evander Project and Jeanette Project are advanced gold exploration projects for which scoping studies have been completed and for which pre-feasibility studies and bankable feasibility studies are being commissioned.

According to a competent persons report, the total estimated indicated (or above) gold resources of the Evander Project and the Jeanette Project amount to an aggregate of approximately 12.039 million ounces. The estimated gold resources of the Evander Project and the Jeanette Project are approximately of 24.01 million ounces. Both the Evander Project and the Jeanette Project are not in production stage but each of these projects have completed their scoping studies and have proceed to the pre-feasibility study stage with a clear plan to proceed to production.

The related circular and notice of general meeting will be dispatched to the shareholders of the Company. An extraordinary general meeting will be convened to seek the approval of the shareholders of the Company for the matters contemplated under the very substantial acquisition of Taung Gold (the "Acquisition").

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2011, the Group had no outstanding banking facility (31 March 2010: Nil) and bank borrowings (31 March 2010: Nil).

The Group's gearing ratio as at 31 March 2011 was zero (31 March 2010: zero), calculated based on the Group's total zero borrowings (31 March 2010: zero) over the Group's total assets of approximately HK$593,231,000 (31 March 2010: HK$346,796,000).

The Group continues to adopt a policy of dealing principally with clients with whom the Group has enjoyed a long working relationship so as to minimize risks in its business.

FINANCING

On 5 May 2010, the Company announced that an aggregate of 80,000,000 shares of HK$0.01 each in the capital of the Company were placed to not fewer than six placees, at the placing price of HK$0.50 per placing share, upon completion of the placing agreement dated 26 April 2010 entered into between the Company and VC Brokerage Limited as the placing agent. The net proceeds from the aforesaid placing amounted to approximately HK$39.3 million which were intended to be used for the general working capital of the Group and potential investments.

On 27 January 2011, the Company announced that an aggregate of 346,000,000 shares of HK$0.01 each in the capital of the Company were placed to not fewer than six placees, at the placing price of HK$0.40 per placing share, upon completion of the placing agreement dated 18 January 2011 entered into between the Company and Daily Growth Securities Limited as the placing agent. The net proceeds from the aforesaid placing amounted to approximately HK$135.5 million which were intended to be used for the general working capital of the Group and potential investments.

FOREIGN EXCHANGE EXPOSURE

During the year ended 31 March 2011, the Group mainly operated in the PRC and the majority of the Group's transactions and balances as at and for the year ended 31 March 2011 was denominated in Hong Kong dollar, Renminbi and United States dollars. However, the directors consider that the currency risk is not significant and the Group currently does not have a foreign currency hedging policy. Nevertheless, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

BUSINESS REVIEW

During the year under review, the Group has recorded a turnover of the continuing operations approximately HK$43.91 million (2010: HK$26.27 million) which represents an increase of 67% compared with the turnover of the continuing operations recorded in the corresponding period of last year. The Group recorded a net loss from ordinary activities attributable to equity holders of approximately HK$21.36 million compared with a net loss from ordinary activities attributable to equity holders of approximately HK$14.40 million for the corresponding period of last year.

Gold Mining Operation

On 2 July 2010, Longold Win Limited, a wholly-owned subsidiary of the Group completed the acquisition of Long Men Sou Mine, located at Long Men District of the Chicheng County, Hebei Province, the PRC. The Long Men Sou Mine is currently with a mining area of approximately 0.3611 sq. km. and can be accessed by highway.

The production at the Long Men Sou Mine has commenced and revenue from gold mining has been derived from the sale of gold concentrates produced from the Long Men Sou Mine to customers in the PRC. The mine produces in maximum approximately 5 kilograms of gold concentrates per month. The operation of the Long Men Sou Mine was affected by the weather conditions and occasionally machinery breakdown. The Group has incurred approximately of HK$0.5 million for the explorations and development of the mine during the year.

The table below presents the estimated resources of the Group's gold mine as at 31 March 2011:

	Total gold resources	
Gold mining licences	**Ore**	**Gold metal**
	(tons)	*(kg)*
Long Men Sou Mine	1,399,455	7,420

Remarks:

There has been no material change in the estimated gold resources of Long Men Sou Licence prepared by Department of Land and Resources of Hebei Province in March 2003 and as set out in the table above. This has been substantiated by the management of the Company, taking into account the relevant figures set out in the table above, and the relevant figures in relation to the small scale and short production history of the gold mine.

Coal Mining Operation

The Group has acquired five coal mines in Guizhou, the PRC during November 2008. Three of the coal mines which include Shuishan, Tiechong and Xinghe Licences were leased out for generating rental income. The leasing agreements for these three coal licences have been expired during the year. Since the Board intends to dispose the five coal mining licences, the Board is seeking for short-term tenant for the coal mining licences. The Dayan and Lushan Licences have undergone expansion works during the year. The Group has incurred approximately of HK$11 million for the explorations and development of the mine during the year.

The table below presents the estimated reserves and resources of the Group's coal mines as at 31 March 2011:

Coal mining licences	**Total coal reserves** *(tons)*	**Total coal resources** *(tons)*
Tiechong Licence	40,000	5,850,000
Shuishan Licence	—	8,350,000
Lushan Licence	2,820,000	6,620,000
Xinghe Licence	680,000	9,050,000
Dayan Licence	18,980,000	30,920,000
Total	22,520,000	60,790,000

Remarks:

1. Reserve and resource estimates have taken into account the estimated coal reserves and resources of the Group's coal mines prepared by SRK Consulting China, an independent mining engineering consultant, as of 31 March 2008, in accordance with the JORC Code, after deduction of the production for the period from 1 April 2008 to 31 March 2011.

2. There has been no material change in the estimated coal reserves and resources of the Group's coal mines prepared by SRK Consulting China as of 31 March 2008, and the estimated coal reserves and resources of the Group's coal mines as of 31 March 2011 and as set out in the table above.

Loan Guarantee Service Operation

Guizhou Baoxin Investment and Guaranty Co. Ltd. (the "Guaranty Company") was established on 9 April 2010 in Guizhou Province, the People's Republic of China with a registered capital and paid up capital of US$10 million. The major scope of business of the Guaranty Company includes, among other things, (i) providing certain types of guarantees for entities and individuals to obtain various kinds of financing from banks or financial institutions in Guizhou including loans, bills discounting, leases financing and project financing; (ii) providing financing consultancy services relating to the guarantees business; and (iii) making investments.

The Guaranty Company is at the early stage of development, it has not yet contributed any profit for the Group during the year.

PROSPECTS

Gold Mining Operation

The Board is optimistic about the function of Gold Mining. Gold is a risk-resistance investment tool. The expectancy to unprecedented hyperinflation in a global scale triggered by the quantitative easing monetary policy of the USA, there will certainly be increasing demand for commodities such as gold, thus owners of gold, among others, will be benefited from the continuous increase in their values. As such, the Directors strategically focus to gold resources sectors and we expect it will bring new prospects and opportunities to the future of the Group.

On 4 April 2011, the Company has made an announcement in relation to the very substantial acquisition of Taung Gold (the "Acquisition"). The Acquisition is subjected to the approval of the Company's shareholder at the general meeting.

The Acquisition can demonstrate the Group's commitment to continue operating in the gold mining business. The Board's general optimism about the global gold mining industry, the Board sought further opportunities to develop its gold mining business and expand into the gold mining business outside of China.

For the details of the Acquisition, please refer to note 23 of notes to the consolidated financial statements and the announcement of the Company for the Acquisition dated 4 April 2011 which is available for viewing on the website of Hong Kong Exchanges and Clearing Limited website at www.hkexnews.hk under "Latest Listed Companies Information" and on the website of the Company at www.whih.com.hk under "Investors' Relationship".

Coal Mining Operation

The Department of Energy of China has initiated the formulation of coal regulations and policies. The Board believes that the costs in the construction and production of coal mine for the coal enterprise will certainly increase, therefore the Group is cautious on the coal mining. Subject to the approval of the Company's shareholders and completion of Acquisition, the Group will dispose the coal mining business and specialize in gold mining business.

On 31 December 2010, the Group has entered into a sale and purchase agreement with an independent third party of the Group for disposal of Tiechong Licence, Shuishan Licence and Lushan Licence each with 90,000 tons of annual production capacity. At the date of this announcement, the disposal of these three licences has not yet completed.

On 4 April 2011, the Company has made an announcement in relation to the Acquisition, the Company agrees and undertakes that it shall enter into an agreement to, within 1 month after the completion of the Acquisition, either (i) dispose of 70% of the issued share capital of Union Sense Development Limited, a subsidiary of the Company; or (ii) procure the disposal of the Dayan Licence and the Xinghe Licence.

Loan Guarantee Service Operation

The Guaranty Company is at the early stage of development of financial guarantee services in the PRC.

Reference is made to the announcement of the Company dated 4 April 2011 in relation to the Acquisition, the Company agrees and undertakes that it shall, following the completion of the Acquisition, enter into an agreement to dispose its 100% of business of providing guarantees to entities and individuals for obtaining bank borrowings in the PRC, and the disposal of Guizhou Baoxin Investment and Guaranty Co. Ltd. within 1 month after the completion of the Acquisition.

CORPORATE GOVERNANCE

The Board is committed to maintaining and ensuring high standards of corporate governance. The company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited for the year ended 31 March 2011, except for the deviation from provision A.2.1 and A.4.1 of the Code which stated below.

Code Provision A.2.1 requires the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. To make and to facilitate the implementation of decisions promptly and efficiently, the Company has not separated the roles of the chairman and the chief executive officer which are performed by the same individual, Mr. Li Ho Yin. The Company will review the current structure when and as it becomes appropriate in future.

Code Provision A.4.1 requires non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive Directors of the Company are not appointed for specific terms but are subject to retirement by rotation in accordance with the bye-laws of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has established written guidelines for the required standard of dealings in securities (the "Written Guideline") by directors of the Company. Having made specific enquiries of directors of the Company, the Board is pleased to confirm that they have fully complied with the required standard with respect to the securities dealings of the Company and there was no event of non-compliance. The Written Guideline also applies to other specified senior management of the Company.

AUDIT COMMITTEE

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the financial statements of the Group for the year ended 31 March 2011.

OTHER BOARD COMMITTEES

Besides the Audit Committee, the Board has also established Remuneration Committee and Nomination Committee. Each Committee has its defined scope of duties and written terms of reference.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption of shares or other listed securities of the Company or by any of its subsidiaries during the year.

PUBLICATION OF THE FINAL RESULTS AND ANNUAL REPORT

This results announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited website at www.hkexnews.hk under "Latest Listed Companies Information" and on the website of the Company at www.whih.com.hk under "Investors' Relationship". The annual report of the Company containing all the information required by the Listing Rules will be published on the websites in due course.

On behalf of the Board
Wing Hing International (Holdings) Limited
Li Hok Yin
Chairman

Hong Kong, 29 June 2011

As at the date of this announcement, the Board comprises six directors. The executive directors are Mr. Li Hok Yin, Ms. Cheung Pak Sum and Mr. Shen Junchen. The independent non-executive directors are Mr. Chui Man Lung, Everett, Mr. Hui Wah Tat, Anthony and Mr. Li Kam Chung.