



**T S L | 謝瑞麟**

INTERIM REPORT 2015/2016 中期報告  
STOCK CODE 股份代號：417



MOMENTS OF  
**LOVE**

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*"Thank you for loving me"*





“多謝你愛我”





# CORPORATE INFORMATION

## Executive Directors

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

Lai Tsz Mo, Lawrence (Chief Financial Officer)

(resigned on 1 August 2015)

Chan Lambert Lap Yip (Deputy Chief Executive Officer – Commercial)

(appointed on 24 July 2015)

## Non-executive Directors

Erwin Steve Huang (Deputy Chairman)

(re-designated from Executive Director to Non-executive Director on 1 March 2015)

Wang Guosheng

## Independent Non-executive Directors

Chui Chi Yun, Robert

Heng Ching Kuen, Franklin

Chan Yue Kwong, Michael

Chow Chee Wai, Christopher

## Company Secretary

Lai Tsz Mo, Lawrence (resigned on 1 August 2015)

Ng Yi Kum (appointed on 1 August 2015)

## Authorised Representatives

Yau On Yee, Annie

Lai Tsz Mo, Lawrence (resigned on 1 August 2015)

Ng Yi Kum (appointed on 1 August 2015)

## Audit Committee

Chui Chi Yun, Robert (Chairman)

Heng Ching Kuen, Franklin

Chan Yue Kwong, Michael

Chow Chee Wai, Christopher

## Remuneration Committee

Heng Ching Kuen, Franklin (Chairman)

Chui Chi Yun, Robert

Chan Yue Kwong, Michael

Yau On Yee, Annie

## Nomination Committee

Chan Yue Kwong, Michael (Chairman)

Heng Ching Kuen, Franklin

Yau On Yee, Annie

## Executive Committee

Yau On Yee, Annie (Chairman)

Lai Tsz Mo, Lawrence (resigned on 1 August 2015)

Chan Lambert Lap Yip (appointed on 24 July 2015)

# 公司資料

## 執行董事

邱安儀 (主席及行政總裁)

黎子武 (首席財務總監)

(於2015年8月1日離任)

陳立業 (副行政總裁 – 業務)

(於2015年7月24日獲委任)

## 非執行董事

黃岳永 (副主席)

(於2015年3月1日由執行董事調任為非執行董事)

王國盛

## 獨立非執行董事

崔志仁

幸正權

陳裕光

周治偉

## 公司秘書

黎子武 (於2015年8月1日離任)

伍綺琴 (於2015年8月1日獲委任)

## 授權代表

邱安儀

黎子武 (於2015年8月1日離任)

伍綺琴 (於2015年8月1日獲委任)

## 審核委員會

崔志仁 (主席)

幸正權

陳裕光

周治偉

## 薪酬委員會

幸正權 (主席)

崔志仁

陳裕光

邱安儀

## 提名委員會

陳裕光 (主席)

幸正權

邱安儀

## 執行委員會

邱安儀 (主席)

黎子武 (於2015年8月1日離任)

陳立業 (於2015年7月24日獲委任)



## Legal Advisers

*As to Hong Kong law:*

Reed Smith Richards Butler  
22/F., Alexandra House, 18 Chater Road, Central, Hong Kong

*As to Bermuda law:*

Conyers Dill & Pearman  
Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong

## Auditors

Ernst & Young  
*Certified Public Accountants*  
22/F., CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

## Principal Banker

DBS Bank (Hong Kong) Limited  
16/F., The Centre, 99 Queen's Road Central, Hong Kong

Dah Sing Bank, Limited  
35/F., Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong

## Principal Share Registrar

Codan Services Limited  
Clarendon House, 2 Church Street,  
Hamilton HM11, Bermuda

## Hong Kong Branch Share Registrar

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

## Registered Office

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

## Principal Place of Business in Hong Kong

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

## Stock Code

417

## Website

[www.tslj.com](http://www.tslj.com)

## 法律顧問

*香港法律：*

禮德齊伯禮律師行  
香港中環遮打道18號歷山大廈20樓

*百慕達法律：*

Conyers Dill & Pearman  
香港中環康樂廣場8號交易廣場第1期2901室

## 核數師

安永會計師事務所  
*執業會計師*  
香港中環添美道1號中信大廈22樓

## 主要往來銀行

星展銀行(香港)有限公司  
香港中環皇后大道中99號中環中心16樓

大新銀行有限公司  
香港告士打道108號大新金融中心35樓

## 股份過戶登記總處

Codan Services Limited  
Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

## 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港皇后大道東183號合和中心22樓

## 註冊辦事處

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

## 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](http://www.tslj.com)



## RESULTS

### 業績

The board of directors (the “Board”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) announces the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 31 August 2015. The interim results for the six months ended 31 August 2015 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」)公佈本公司及其附屬公司(「本集團」)截至2015年8月31日止六個月之未經審核綜合中期業績。截至2015年8月31日止六個月之中期業績已由本公司之審核委員會(「審核委員會」)審閱。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益賬

For the six months ended 31 August 2015

截至 2015 年 8 月 31 日止六個月

		Six months ended 31 August 截至8月31日止六個月		
		Notes	2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
		附註		
Turnover	營業額	5	1,752,574	1,818,345
Cost of sales	銷售成本		(955,303)	(976,011)
<b>Gross profit</b>	<b>毛利</b>		<b>797,271</b>	<b>842,334</b>
Other income and gains	其他收入及收益		5,379	11,753
Selling and distribution expenses	銷售及分銷費		(666,864)	(709,200)
Administrative expenses	行政費用		(73,364)	(70,416)
<b>PROFIT FROM OPERATIONS</b>	<b>經營盈利</b>		<b>62,422</b>	<b>74,471</b>
Finance costs	財務費用	7	(30,607)	(30,636)
<b>PROFIT BEFORE TAX</b>	<b>除稅前盈利</b>	6	<b>31,815</b>	<b>43,835</b>
Income tax expense	所得稅費用	8	(16,415)	(18,048)
<b>PROFIT FOR THE PERIOD</b>	<b>本期間盈利</b>		<b>15,400</b>	<b>25,787</b>
<b>ATTRIBUTABLE TO:</b>	<b>應佔盈利部份：</b>			
Owners of the Company	本公司擁有人		15,457	25,832
Non-controlling interests	非控股股東權益		(57)	(45)
			<b>15,400</b>	<b>25,787</b>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司擁有人應佔 每股盈利</b>			
Basic and diluted	基本及攤薄	10	7.3 cents 港仙	12.3 cents 港仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入報表

For the six months ended 31 August 2015

截至 2015 年 8 月 31 日止六個月

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
PROFIT FOR THE PERIOD	本期間盈利	15,400	25,787
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Other comprehensive 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 虧損項目：		
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	(47,712)	(67)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX	本期間其他全面虧損， 扣除稅項	(47,712)	(67)
TOTAL COMPREHENSIVE (LOSS)/ INCOME FOR THE PERIOD	本期間全面(虧損)/ 收入總額	(32,312)	25,720
Attributable to:	應佔全面收入總額：		
Owners of the Company	本公司擁有人	(32,279)	25,765
Non-controlling interests	非控股股東權益	(33)	(45)
		(32,312)	25,720

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

At 31 August 2015

於 2015 年 8 月 31 日

			At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
	Notes 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	4	物業、廠房及設備	138,055	144,947
Intangible assets		無形資產	99	99
Other asset		其他資產	500	500
Prepayments and deposits	13	預付款及按金	46,937	43,326
Deferred tax assets		遞延稅項資產	40,021	37,430
			225,612	226,302
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories	11	存貨	1,549,949	1,766,797
Trade receivables	12	應收賬款	232,921	217,256
Prepayments, deposits and other receivables	13	預付款、按金及其他應收款	123,939	107,227
Tax recoverable		可收回稅項	8,489	7,754
Time deposits		定期存款	207,855	158,247
Cash and cash equivalents		現金及現金等價物	205,096	130,062
			2,328,249	2,387,343
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Trade payables	14	應付賬款	(267,924)	(258,460)
Other payables and accruals	15	其他應付款及應計費用	(273,758)	(269,969)
Gold loans	16	黃金租賃	(77,215)	(21,073)
Interest-bearing bank and other borrowings		計息銀行及其他貸款	(476,618)	(581,435)
Convertible bonds	17	可換股債券	(12,500)	(12,500)
Dividend payable		應付股息	(7,782)	-
Finance lease payables		應付融資租賃	(2,209)	(2,464)
Tax payable		應付稅項	(21,238)	(21,896)
			(1,139,244)	(1,167,797)
<b>NET CURRENT ASSETS</b>		<b>流動資產淨值</b>	<b>1,189,005</b>	<b>1,219,546</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>總資產減流動負債</b>	<b>1,414,617</b>	<b>1,445,848</b>

			At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
		Notes 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Other payables and accruals	其他應付款及應計費用	15	(5,759)	(6,199)
Convertible bonds	可換股債券	17	(314,203)	(305,268)
Finance lease payables	應付融資租賃		(622)	(1,709)
Employee benefit obligations	僱員福利義務		(21,571)	(21,571)
Deferred tax liabilities	遞延稅項負債		(16,991)	(16,793)
			(359,146)	(351,540)
<b>NET ASSETS</b>	<b>資產淨值</b>		1,055,471	1,094,308
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益總額			
Issued capital	已發行股本	18	(52,584)	(52,584)
Reserves	儲備		(1,003,371)	(1,042,175)
			(1,055,955)	(1,094,759)
Non-controlling interests	非控股股東權益		484	451
<b>TOTAL EQUITY</b>	<b>權益總額</b>		(1,055,471)	(1,094,308)

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the six months ended 31 August 2015

截至 2015 年 8 月 31 日止六個月

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



		(Unaudited) (未經審核)										
		Attributable to owners of the Company 本公司擁有人應佔										
Notes 附註		Issued capital 已發行 股本 HK\$'000 港幣千元	Share premium 股份 溢價 HK\$'000 港幣千元	Share option reserve 購股權 儲備 HK\$'000 港幣千元	Capital reserves 資本 儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外匯變動 儲備 HK\$'000 港幣千元	Equity component of convertible bonds 可換股債券 之權益部份 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 2015	於2015年3月1日	52,584	123,365	17,169	146,143	108,794	8,600	630,322	7,782	1,094,759	(451)	1,094,308
Profit for the period	本期間盈利	-	-	-	-	-	-	15,457	-	15,457	(57)	15,400
Other comprehensive loss for the period: Exchange differences on translation of foreign operations	本期間其他全面虧損： 換算海外業務之 匯兌差額	-	-	-	-	(47,736)	-	-	-	(47,736)	24	(47,712)
Total comprehensive loss for the year	本期間全面虧損總額	-	-	-	-	(47,736)	-	15,457	-	(32,279)	(33)	(32,312)
Equity-settled share option arrangement	以股權結算的購股權 安排	19	-	1,257	-	-	-	-	-	1,257	-	1,257
Approved final dividend (2014/15)	已批核末期股息 (2014/15)	9	-	-	-	-	-	-	(7,782)	(7,782)	-	(7,782)
Proposed interim dividend (2015/16)	擬派中期股息 (2015/16)	9	-	-	-	-	-	(3,155)	3,155	-	-	-
At 31 August 2015	於2015年8月31日	52,584	123,365*	18,426*	146,143*	61,058*	8,600*	642,624*	3,155*	1,055,955	(484)	1,055,471

\* These reserve accounts comprise the consolidated reserves of HK\$1,003,371,000 (28 February 2015: HK\$1,042,175,000) 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1,003,371,000元(2015年2月28日: 港幣1,042,175,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the six months ended 31 August 2015

截至 2015 年 8 月 31 日止六個月

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年	2014 2014年
Notes 附註		HK\$'000 (unaudited) (未經審核)	港幣千元 (unaudited) (未經審核)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Profit before tax	除稅前盈利	31,815	43,835
Adjustments for:	調整：		
Finance costs	財務費用	7	30,636
Interest income	利息收入	(3,983)	(1,050)
Loss on disposal of items of property, plant and equipment	棄置物業、廠房 及設備項目虧損	6	39
Depreciation	折舊	6	28,013
Equity-settled share option expense	以股權結算之購股權費用	6	1,257
Provision/(reversal of provision) for impairment of inventories	撥備/(撥備回撥) 存貨至 可變現淨值	6	918
Fair value gain on gold loans designated at fair value through profit or loss	指定為按公平價值訂定盈虧之 黃金租賃的公平價值淨收益	6	(106)
		88,560	93,447
Decrease in inventories	存貨減少	180,258	90,891
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(18,770)	20,828
Increase in prepayments, deposits and other receivables	預付款、按金及 其他應收款增加	(28,064)	(2,742)
Increase/(decrease) in trade payables	應付賬款增加/(減少)	12,128	(119,471)
Increase in other payables and accruals	其他應付款及應計費用增加	11,190	68,464
Cash generated from operations	經營業務產生的現金	245,302	151,417
Hong Kong profits tax (paid)/refunded	(已付)/已收回香港利得稅	(874)	1,146
Taxes paid other than Hong Kong	已付香港以外地區稅項	(18,577)	(20,445)
Net cash flows generated from operating activities	經營業務產生之 現金流量淨額	225,851	132,118
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Interest received	已收利息	3,983	1,050
Increase in time deposits	定期存款增加	(55,397)	(55,469)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(22,791)	(24,659)
Proceeds from disposal of items of property, plant and equipment	棄置物業、廠房及 設備項目所得款項	91	-
Net cash flows used in investing activities	投資活動所用之現金流量淨額	(74,114)	(79,078)

Six months ended 31 August

截至8月31日止六個月

2015

2014

2015年

2014年

HK\$'000 港幣千元

HK\$'000 港幣千元

(unaudited) (未經審核)

(unaudited) (未經審核)

		2015	2014
		2015年	2014年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited) (未經審核)	(unaudited) (未經審核)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Proceeds from new trade finance	新增貿易融資所得款項	8,682	27,292
Repayment of trade finance	償還貿易融資	(64,094)	(37,435)
Proceeds from new bank loans	新增銀行貸款所得款項	58,340	23,916
Repayment of bank loans	償還銀行貸款	(103,363)	(41,455)
New gold loans	新增黃金租賃	56,248	29,072
Capital element of finance lease payments	融資租賃付款的本金部份	(1,342)	(1,478)
Interest paid	已付利息	(21,587)	(23,536)
Interest element of finance lease payments	融資租賃付款的利息部份	(85)	(29)
Net cash flows used in financing activities	融資活動所用之現金流量淨額	(67,201)	(23,653)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物之增加淨額</b>	<b>84,536</b>	<b>29,387</b>
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物	125,681	119,390
Effect of foreign exchange rate changes, net	外幣匯率變動影響，淨值	(5,121)	256
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD</b>	<b>於報告期末之現金及現金等價物</b>	<b>205,096</b>	<b>149,033</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結存分析</b>		
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	205,096	161,060
Bank overdrafts – secured	銀行透支 – 有抵押	-	(12,027)
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所列之現金及現金等價物	205,096	149,033

# 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 2015. 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 have been prepared under historical cost convention, except for gold loans which have been measured at fair value.

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 2015, except for the adoption of the following revised HKFRSs which become effective for accounting periods beginning on or after 1 March 2015 as disclosed in note 2 below.

### 1. 編製基準

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

本中期財務報告包括簡明綜合財務報表及經選定的說明附註。附註包括對自本集團截至2015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表現。本簡明綜合中期財務報表及其附註並不包括按照《香港財務報告準則》(「香港財務報告準則」)規定編製完整財務報表所需之所有資料(包括所有香港財務報告準則、香港會計準則及詮釋)。

本簡明綜合財務報表，除黃金租賃以公平價值計量，乃按歷史成本常規法編製。

除下文附註2所披露於2015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，本簡明綜合財務報表已按照本集團截至2015年2月28日止年度之財務報表的同一會計政策編制。

## 2. Changes in Accounting Policies and Disclosures

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

Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions</i>
<i>Annual Improvements 2010-2012 Cycle</i>	Amendments to a number of HKFRSs
<i>Annual Improvements 2011-2013 Cycle</i>	Amendments to a number of HKFRSs

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.

### 3a. Operating Segment Information

During the year ended 28 February 2015, following the Group's new development in wholesale business and e-business, the management changed both the structure of the components used to make decisions about operating matters, and the main profit measure used for resource allocation and performance management for the components. The segment information for earlier periods has been restated to conform with these changes. As part of this realignment, the previous business unit grouping based on geographic locations has been changed to grouping based on business nature, reflecting the diversification of different businesses.

## 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19號修訂本 2010年至2012年 週期之年度修改	界定福利計劃： 僱員供款 多項香港財務 報告準則之修訂
2011年至2013年 週期之年度修改	多項香港財務 報告準則之修訂

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

### 3a. 經營分部資料

於截至2015年2月28日止年度，隨著本集團在批發業務及電子商貿方面的新發展，管理層改變了影響業務營運決策的分部資料之組成結構，當中包括針對資源分配和釐定表現之主要盈利計算方法。以往年度的分部資料亦跟循相關改變而重列。除此之外，以往按經營地區劃分之業務部門組合已更改為按營業務性質劃分，以反映不同經營業務之多樣化。

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

### 3a. Operating Segment Information (continued)

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 TSL | 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 finance costs and income tax expense are excluded from such measurement.

### 3a. 經營分部資料（續）

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TSL | 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，惟財務費用及所得稅費用則不包括在其計算當中。

### 3a. Operating Segment Information (continued)

### 3a. 經營分部資料 (續)

		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)
Six months ended 31 August 2015 截至2015年8月31日止六個月					
Segment revenue:	分部營業額：				
Sales to external customers	銷售珠寶予外來客戶	1,547,922	176,659	13,499	1,738,080
Other revenue	其他收入	14,494	–	–	14,494
		1,562,416	176,659	13,499	1,752,574
Segment results	分部業績：	42,477	27,991	(8,046)	62,422
<u>Reconciliation:</u>	<u>調節：</u>				
Finance costs	財務費用				(30,607)
Income tax expense	所得稅費用				(16,415)
Profit for the period	本期間盈利				15,400

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)

		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)
Six months ended 31 August 2014 截至2014年8月31日止六個月					
<b>Segment revenue:</b>	<b>分部營業額：</b>				
Sales to external customers	銷售珠寶予外來客戶	1,712,906	38,682	66,757	1,818,345
<b>Segment results</b>	<b>分部業績：</b>	72,336	4,507	(2,372)	74,471
<i>Reconciliation:</i>	<i>調節：</i>				
Finance costs	財務費用				(30,636)
Income tax expense	所得稅費用				(18,048)
Profit for the period	本期間盈利				25,787



### 3b. Geographical Information

#### Revenue from external customers

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
Hong Kong and Macau	香港及澳門	867,629	1,124,177
Mainland China	中國內地	860,190	671,418
Other countries	其他國家	24,755	22,750
		<b>1,752,574</b>	<b>1,818,345</b>

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

### 3b. 地區資料

#### 外來客戶營業額

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 2015, the Group acquired items of property, plant and equipment with aggregate cost of HK\$22,791,000 (six months ended 31 August 2014: HK\$26,539,000). Items of property, plant and equipment with net book value of HK\$130,000 were disposed of during the six months ended 31 August 2015 (six months ended 31 August 2014: HK\$28,000), resulting a loss on disposal of HK\$39,000 (six months ended 31 August 2014: loss on disposal of HK\$28,000).

5. Turnover

The principal activities of the Group are the manufacture, sale and marketing of jewellery products and service income. 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:

4. 物業、廠房及設備

於截至2015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22,791,000元（截至2014年8月31日止六個月：港幣26,539,000元）。於截至2015年8月31日止六個月內，本集團棄置了數項賬面淨值港幣130,000元的物業、廠房及設備（截至2014年8月31日止六個月：港幣28,000元），產生棄置虧損港幣39,000元（截至2014年8月31日止六個月：棄置虧損港幣28,000元）。

5. 營業額

本集團的主要業務是製造、銷售、推廣珠寶首飾及服務收入。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	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
Sales of jewellery products	銷售珠寶首飾	1,738,080	1,818,345
Service income	服務收入	14,494	—
		<b>1,752,574</b>	<b>1,818,345</b>

## 6. Profit Before Tax

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

## 6. 除稅前盈利

本集團之除稅前盈利已扣除／(計入)：

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
Cost of goods sold*	銷貨成本*	954,385	983,244
Provision/(reversal of provision) for impairment of inventories	撥備／(撥備回撥) 存貨至可變現淨值	918	(7,233)
Depreciation	折舊	28,013	23,994
Minimum lease payments in respect of operating lease for land and buildings**	有關土地及樓宇之 經營租賃之 最低租賃付款**	108,268	112,603
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	277,225	285,089
Equity-settled share option expense	以股權結算之 購股權費用	1,102	3,758
Pension scheme contributions***	法定供款退休 計劃供款***	4,573	4,815
		282,900	293,662
Equity-settled share option expense to service providers	提供給服務供應商的以 股權結算之購股權費用	155	252
Fair value gain on gold loans designated at fair value through profit or loss****	指定為按公平價值訂定 盈虧之黃金租賃的 公平價值淨收益****	(106)	(773)
Loss on disposal of items of property, plant and equipment	棄置物業、廠房及 設備項目之虧損	39	28
Foreign exchange differences, net	淨匯兌差額	1,189	(1,458)

## 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\$46,965,000 (2014: HK\$52,978,000) relating to employee benefit expense, depreciation, and operating lease payments, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.
- \*\* Not including commission payments in relation to sales counters in department stores and shopping malls.
- \*\*\* At 31 August 2015, there were no forfeited contributions available to the Group to reduce its contributions to pension scheme in future years (2014: Nil).
- \*\*\*\* This amount is included in "Other income and gains" in the consolidated statement of profit or loss. The purpose of the above gold loans entered into by the Group is to manage the Group's gold price exposure. Such loans and contracts did not meet the criteria for hedge accounting.

#### 7. Finance Costs

An analysis of finance costs is as follows:

		Six months ended 31 August	
		截至8月31日止六個月	
		2015	2014
		2015年	2014年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited) (未經審核)	(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	8,021	10,832
Interest on convertible bonds	可換股債券的利息	21,435	19,571
Interest on finance leases	融資租賃的利息	85	29
Interest on gold loans	黃金租賃的利息	1,066	204
		30,607	30,636

#### 6. 除稅前盈利 (續)

- \* 銷售成本中包括為數港幣46,965,000元(2014年：港幣52,978,000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2015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(2014年：無)。
- \*\*\*\* 綜合損益賬上「其他收入及收益」中已包含此金額。上述黃金租賃旨在管理本集團之黃金價格風險。該等租賃及合約並不符合對沖會計處理之條件。

#### 7. 財務費用

財務費用之分析如下：

## 8. Income Tax Expense

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 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%（2014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

		2015	2014
		2015年	2014年
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited) (未經審核)	(unaudited) (未經審核)
Current – Hong Kong	本期 – 香港	1,774	2,943
Current – Other than Hong Kong	本期 – 香港以外	16,558	19,166
Deferred	遞延	(1,917)	(4,061)
		16,415	18,048

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

9. Dividends

9. 股息

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
Interim dividend of HK\$0.015 (2014: HK\$0.012) per ordinary share declared	已宣佈派發之中期股息 每股普通股港幣0.015元 (2014年：港幣0.012元)	3,155	2,524
2013/14 approved final dividend of HK\$0.07 per ordinary share	2013/14已批核末期股息 每股普通股港幣0.07元	–	14,724
2014/15 approved final dividend of HK\$0.037 per ordinary share	2014/15已批核末期股息 每股普通股港幣0.037元	7,782	–
		<b>10,937</b>	<b>17,248</b>

The interim dividend was not recognised as a liability as at 31 August 2015 and 2014 because it was declared after the end of the reporting period.

中期股息乃於報告期末後宣佈派發，故於2015年及2014年8月31日均無確認為負債。

## 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\$15,457,000 (2014: HK\$25,832,000), and the weighted average number of ordinary shares of 210,336,221 (2014: 210,336,221) in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the periods ended 31 August 2015 and 2014 in respect of a dilution as the impact of the share options and convertible bonds outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

## 11. Inventories

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Raw materials	原材料	125,428	95,797
Work in progress	在製品	66,109	47,505
Finished good	製成品	1,358,412	1,623,495
		1,549,949	1,766,797

## 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15,457,000元(2014年：港幣25,832,000元)及本期間已發行普通股之加權平均股數210,336,221股(2014年：210,336,221股)計算。

由於截至2015及2014年8月31日止期間，本集團發行的購股權及可換股債券具有反攤薄效應，故無需對期內之每股基本盈利作出調整。

## 11. 存貨

## 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 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Within 1 month	1個月內	211,686	202,965
1 to 2 months	1至2個月內	10,116	6,715
2 to 3 months	2至3個月內	2,497	423
Over 3 months	超過3個月	8,622	7,153
		232,921	217,256

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

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

#### 12. 應收賬款

於報告期末，根據發票日期及已扣除有關撥備的應收賬款之賬齡分析如下：

本集團的零售銷售一般以現金交易。就零售銷售而言，來自財務機構之應收信用卡賬款之賬齡少於一個月。除零售客戶外，本集團向其他客戶提供平均30至90天之除賬期。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。



### 13. Prepayments, Deposits, and Other Receivables

### 13. 預付款、按金及其他應收款

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Prepayments	預付款	69,898	73,547
Deposits	按金	91,285	73,570
Other receivables	其他應收款	9,693	3,436
		170,876	150,553
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	(46,937)	(43,326)
		123,939	107,227

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

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 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Within 1 month	1個月內	106,499	78,266
1 to 2 months	1至2個月內	53,509	40,499
2 to 3 months	2至3個月內	37,020	42,091
Over 3 months	超過3個月	70,896	97,604
		<b>267,924</b>	<b>258,460</b>

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。

## 15. Other Payables and Accruals

## 15. 其他應付款及應計費用

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Other payables	其他應付款	44,043	60,665
Customer deposits	客戶訂金	119,605	68,588
Provision for liabilities	負債撥備	14,271	20,178
Accruals	應計費用	101,598	126,737
		279,517	276,168
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	(5,759)	(6,199)
		273,758	269,969

Other payables and accruals are non-interest-bearing.

其他應付款及應計費用均為免息。

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

16. Gold Loans

16. 黃金租賃

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Secured gold loans	黃金租賃 – 有抵押	58,980	21,073
Unsecured gold loan	黃金租賃 – 無抵押	18,235	–
		77,215	21,073
Contracted interest rate	合約利率	3.6% – 5.2%	4.1% – 4.6%
Original maturity	原到期日	6 months – 1 year 6個月至1年	6 months – 1 year 6個月至1年

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

該款項指銀行借貸，而應付款項與黃金價格掛鈎。

As at 31 August 2015, the above secured gold loans were secured by several pledged time deposits totalling HK\$65,122,000 (at 28 February 2015: HK\$27,184,000) as disclosed in note 20(c) below.

於2015年8月31日，上述有抵押之黃金租賃以本集團相當於港幣65,122,000元之若干已抵押之定期存款作為擔保，詳情於附註20(c)披露（於2015年2月28日：港幣27,184,000元）。

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

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

## 17. Convertible Bonds

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

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

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

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

As at 31 August 2015, a total of 39,062,500 (at 28 February 2015: 39,062,500) Shares would have been allotted and issued if all the Convertible Bonds were converted in full. There was no conversion during the period (six months ended 31 August 2014: Nil).

## 17. 可換股債券

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

可換股債券每年到期的年利率為5%及於發行日的第五年到期。

本公司須於可換股債券之發行日期起計第五年以相等於每年12%之內部回報率之金額贖回可換股債券的所有本金。

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

於2015年8月31日，合共39,062,500股(於2015年2月28日：39,062,500股)股份將可因可換股債券的悉數轉換而予以配發及發行。本期間內並無任何股價轉換(截至2014年8月31日止六個月：無)。

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

18. Issued Capital

18. 已發行股本

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Authorised: 1,500,000,000 ordinary shares of HK\$0.25 each	法定： 1,500,000,000股每股面值 港幣0.25元之普通股	375,000	375,000
Issued and fully paid: 210,336,221 ordinary shares of HK\$0.25 each	已發行及繳足： 210,336,221股每股面值 港幣0.25元之普通股	52,584	52,584

19. Share Option Scheme

19. 購股權計劃

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 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 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.

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，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，於2013年3月1日向其授出可認購15,850,000股份之購股權。授出購股權之行使價為本公司每股股份港幣4.13元，有關價格乃以下各項之最高者：(i)股份於授出日期聯交所發出每日報價表所示收市價每股港幣4.13元；及(ii)股份於緊接授出日期前五個交易日聯交所發出每日報價表所示平均收市價每股港幣4.08元；及(iii)於授出日股份面值每股港幣0.25元。

The Group recognised an equity-settled share option expense of HK\$1,257,000 during the period ended 31 August 2015 (six months ended 31 August 2014: HK\$4,010,000).

本集團於截至2015年8月31日止六個月確認相當於港幣1,257,000元之購股權費用（截至2014年8月31日止六個月：港幣4,010,000元）。

## 20. Pledge of Assets

- (a) In November 2013, the Group entered into a banking facility arrangement with a bank pursuant to which certain fixed properties (i.e. land and buildings with aggregate carrying value as at 31 August 2015 of HK\$48,913,000 (at 28 February 2015: HK\$49,735,000)) in Hong Kong were mortgaged to its bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (b) In December 2013, the Group entered into a banking facility arrangement with a bank pursuant to which certain other fixed properties (i.e. land and buildings with aggregate carrying value as at 31 August 2015 of HK\$5,671,000 (at 28 February 2015: HK\$5,757,000)) in Hong Kong were mortgaged to another bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.

## 20. 資產抵押

- (a) 於2013年11月，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固定物業（即於2015年8月31日總賬面值港幣48,913,000元之土地及樓宇（於2015年2月28日：港幣49,735,000元））質押予其往來銀行，以作為（其中包括）本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。
- (b) 於2013年12月，本集團與另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其他固定物業（即於2015年8月31日總賬面值港幣5,671,000元之土地及樓宇（於2015年2月28日：港幣5,757,000元））質押予另一往來銀行，以作為（其中包括）本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註（續）

#### 20. Pledge of Assets (continued)

- (c) As at 31 August 2015, time deposits denominated in RMB equivalent to HK\$65,122,000 (at 28 February 2015: HK\$27,184,000) have been pledged to secure several gold loan contracts. The pledged time deposits will be released upon completion of the gold loan contracts.
  
- (d) As at 31 August 2015, time deposits of 2 subsidiaries in the PRC denominated in RMB totalling equivalent to HK\$142,733,000 (at 28 February 2015: HK\$126,633,000) have been pledged to secure standby letters of credit issued by banks to the banks of another subsidiary in Hong Kong for a cross border treasury arrangement. These pledged time deposits will be released upon the release of the standby letters of credit issued.

#### 20. 資產抵押（續）

- (c) 於2015年8月31日，以人民幣作為單位及相當於港幣65,122,000元（於2015年2月28日：港幣27,184,000元）之定期存款已作黃金租賃合約之抵押品。該已抵押定期存款之抵押將於相關黃金租賃合約完成後解除。
  
- (d) 於2015年8月31日，兩間在中國的附屬公司以人民幣作為單位及相當於港幣142,733,000元（於2015年2月28日：港幣126,633,000元）之定期存款已作抵押，以取得銀行發出備用信用狀予一間香港附屬公司的往來銀行作跨境財務安排之用。該定期存款之抵押條款將於已發出之相關備用信用狀完成後解除。



## 21. Material 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 six months ended 31 August 2015:
- (i) TSL Manufacturing and Distribution Limited (“TSL M&D”), a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue Hong Kong Limited (“Rosy Blue HK”) amounting to HK\$122,845,000 (2014: HK\$126,223,000). At 31 August 2015, the amount due to Rosy Blue HK by TSL M&D was HK\$98,872,000 (28 February 2015: HK\$51,737,000).
- (ii) TSL M&D purchased raw materials and finished goods from Rosy Blue Jewellery (HK) Ltd (“Rosy Blue J(HK)”) amounting to HK\$405,000 (2014: HK\$3,545,000).

## 21. 重大關連人士交易

- (a) 除已於本財務報表其他部份詳載之交易外，本集團於截至2015年8月31日止六個月內與其關連人士進行以下重大交易：
- (i) 本公司旗下一間附屬公司－謝瑞麟製造及分銷有限公司（「謝瑞麟製造及分銷」）從Rosy Blue Hong Kong Limited（「Rosy Blue HK」）購入相當於港幣122,845,000元（2014年：港幣126,223,000元）的原材料及製成品。於2015年8月31日，謝瑞麟製造及分銷應付Rosy Blue HK的款項為港幣98,872,000元（於2015年2月28日：港幣51,737,000元）。
- (ii) 謝瑞麟製造及分銷從Rosy Blue Jewellery (HK) Limited（「Rosy Blue J(HK)」）購入相當於港幣405,000元（2014年：港幣3,545,000元）的原材料及製成品。

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

21. Material Related Party Transactions (continued)

(a) (continued)

- (iii) Guangzhou Jingshi Jewellery Company Limited (“GZ Jingshi”), a subsidiary of the Company, purchased raw materials and finished goods from Guangzhou Rosy Blue Jewellery Co Ltd (“Rosy Blue GZ”) amounting to HK\$16,656,000 (2014: HK\$10,980,000). At 31 August 2015, the amount due to Rosy Blue GZ by GZ Jingshi was HK\$7,028,000 (28 February 2015: Nil).
- (iv) Excellent Ford Development Limited and TSL M&D, subsidiaries of the Company, sold raw materials to Beijing Tse Sui Luen Jewellery Company Limited (“BTSL”) and GZ Jingshi through Rosy Blue (Shanghai) Diamond Company Limited (“Rosy Blue SH”), an authorised diamond trading company in the PRC, amounting to HK\$109,613,000 (2014: HK\$85,169,000).

21. 重大關連人士交易 (續)

(a) (續)

- (iii) 本公司旗下一間附屬公司－廣州精式珠寶首飾有限公司(「廣州精式」)從廣州藍玫瑰珠寶有限公司(「廣州藍玫瑰」)購入相當於港幣16,656,000元(2014年：港幣10,980,000元)的原材料及製成品。於2015年8月31日，廣州精式應付廣州藍玫瑰的款項為港幣7,028,000元(於2015年2月28日：無)。
- (iv) 本公司旗下的附屬公司－福銳發展有限公司與謝瑞麟製造及分銷透過一間中國認可鑽石貿易公司－藍玫瑰(上海)鑽石有限公司(「藍玫瑰上海」)向北京謝瑞麟珠寶有限公司及廣州精式出售相當於港幣109,613,000元(2014年：港幣85,169,000元)的原材料。

## 21. Material Related Party Transactions (continued)

(a) (continued)

- (v) (i) Mr. Tse Tat Fung, Tommy, the spouse of Ms. You On Yee, Annie, the Executive Director of the Company, has been employed by a subsidiary of the Company as the Deputy Chief Executive Officer – Supplies; (ii) Mr. Tse Sui Luen (“Mr. Tse Senior”), the father of Mr. Tse Tat Fung, Tommy and father-in-law of Ms. You On Yee, Annie has been employed by a subsidiary of the Company as the Founder. During the reporting period, remuneration of HK\$669,000 (2014: HK\$623,000) and HK\$722,000 (2014: HK\$712,000) were paid to Mr. Tse Tat Fung, Tommy and Mr. Tse Senior respectively.
- (vi) Notional charge of equity-settled share option expense of HK\$195,000 (2014: HK\$318,000) and HK\$129,000 (2014: HK\$210,000) were accrued for share options granted to Mr. Tse Tat Fung, Tommy and Mr. Tse Senior respectively.

## 21. 重大關連人士交易 (續)

(a) (續)

- (v) (i)謝達峰先生被本公司旗下一附屬公司聘任為副行政總裁－貨品供應，謝達峰先生為本公司執行董事邱安儀女士之配偶，(ii)謝瑞麟先生被本公司旗下一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669,000元(2014年：港幣623,000元)及謝瑞麟先生港幣722,000元(2014年：港幣712,000元)的酬金。
- (vi) 就謝達峰先生及謝瑞麟先生授出購股權之已計提名義股權結算購股權費用分別為港幣195,000元(2014年：港幣318,000元)及港幣129,000元(2014年：港幣210,000元)。

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

### 21. Material Related Party Transactions (continued)

(a) (continued)

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

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

### 21. 重大關連人士交易（續）

(a) （續）

Rosy Blue HK、Rosy Blue J(HK)、廣州藍玫瑰和藍玫瑰上海均為Prime Investments S.A.（其為Partner Logistics Limited（「Partner Logistics」）的優先股股東）之附屬公司。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)至(iv)和(vi)項交易根據上市規則第14A章並不構成一項持續關連交易。本公司董事認為，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(v)之關連人士交易構成上市規則第14A章所界定之持續關連交易。由於項目(v)的金額低於上市規則第14A.76條的最低豁免水平，項目(v)獲豁免股東批准、年度審核、及上市規則之披露規定。

## 21. Material Related Party Transactions (continued)

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

		Six months ended 31 August 截至8月31日止六個月	
		2015 2015年 HK\$'000 港幣千元 (unaudited) (未經審核)	2014 2014年 HK\$'000 港幣千元 (unaudited) (未經審核)
Short term employee benefits	短期僱員福利	4,604	5,052
Equity-settled share option expense	以股權結算之購股權費用	518	1,897
Post-employment benefits	離職後福利	27	25
		5,149	6,974

## 21. 重大關連人士交易 (續)

(b) 本集團主要管理人員酬金：

## 22. Commitments

At 31 August 2015, capital commitments in respect of items of property, plant and equipment were as follows:

		At 31 August 2015 於2015年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年2月28日 HK\$'000 港幣千元 (audited) (經審核)
Contracted, but not provided for	已簽約，但未作撥備	3,126	—
Authorised, but not contracted for	已批核，但未簽訂	2,980	—

於2015年8月31日，就物業、廠房及設備的資本承擔如下：

## 22. 承擔

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

23. Fair Value and Fair Value Hierarchy of Financial Instruments

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

23. 金融工具之公平價值及公平價值等級

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

		Carrying amounts 賬面值		Fair values 公平價值	
		At 31 August 2015 於2015年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年 2月28日 HK\$'000 港幣千元 (audited) (經審核)	At 31 August 2015 於2015年 8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 28 February 2015 於2015年 2月28日 HK\$'000 港幣千元 (audited) (經審核)
<b>Financial liabilities</b>	<b>財務負債</b>				
Gold loans	黃金租賃	77,215	21,073	77,215	21,073
Interest-bearing bank and other borrowings	計息銀行及其他 貸款	476,618	581,435	476,618	581,435
Convertible bonds	可換股債券	326,703	317,768	356,160	346,990
Finance lease payables	應付融資租賃	2,831	4,173	2,831	4,173
		<b>883,367</b>	<b>924,449</b>	<b>912,824</b>	<b>953,671</b>

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

### Fair value hierarchy:

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

*Liabilities measured at fair value:*

## 23. 金融工具之公平價值及公平價值等級 (續)

### 公平價值等級：

下表呈列本集團金融工具之公平價值計量等級：

*按公平價值計量之負債：*

		As at 31 August 2015 於2015年8月31日			
		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3)	Total  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				
Gold loans	黃金租賃	77,215	-	-	77,215

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

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

**Fair value hierarchy:** (continued)

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

*Liabilities measured at fair value: (continued)*

23. 金融工具之公平價值及公平價值等級 (續)

**公平價值等級：**(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

*按公平價值計量之負債：(續)*

		As at 28 February 2015 於2015年2月28日		
		Fair value measurement using 採用中之公平價值計量		
	Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (audited) (經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	Total          Total 合計          HK\$'000 港幣千元 (audited) (經審核)
<b>Financial liabilities</b>	<b>財務負債</b>			
Gold loans	黃金租賃	21,073	-	-
				21,073



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

### Fair value hierarchy: (continued)

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

*Liabilities for which fair values are disclosed:*

## 23. 金融工具之公平價值及公平價值等級 (續)

### 公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：

		As at 31 August 2015 於2015年8月31日			
		Fair value measurement categorised into 公平價值計量分類			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3)	Total  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)
<b>Financial liabilities</b>	<b>財務負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	-	476,618	476,618
Convertible bonds	可換股債券	-	-	356,160	356,160
Finance lease payables	應付融資租賃	-	-	2,831	2,831
		-	-	835,609	835,609

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

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

Fair value hierarchy: (continued)

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

Liabilities for which fair values are disclosed: (continued)

23. 金融工具之公平價值及公平價值等級 (續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：(續)

		As at 28 February 2015 於2015年2月28日			
		Fair value measurement categorised into 公平價值計量分類			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (audited) (經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	Total          合計
<b>Financial liabilities</b>	<b>財務負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	-	581,435	581,435
Convertible bonds	可換股債券	-	-	346,990	346,990
Finance lease payables	應付融資租賃	-	-	4,173	4,173
		-	-	932,598	932,598

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

During the period ended 31 August 2015, 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 2015: 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.

## 23. 金融工具之公平價值及公平價值等級 (續)

於截至2015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 (2015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官帶領的財務團隊負責釐定金融工具之公平價值計量之政策和程序。財務團隊直接向首席財務官彙報。在每次報告期末，財務團隊分析金融工具之價值變動和釐定估值採用的主要數據。估價是經首席財務官之審閱和批准。

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

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

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

The Group's own non-performance risk for non-current portion of finance lease payables as at 31 August 2015 was assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk. The fair value of gold loans is based on open market prices of gold.

### 24. Approval of Interim Financial Report

This interim financial report was approved by the Board on 29 October 2015.

### 23. 金融工具之公平價值及公平價值等級（續）

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

本集團於2015年8月31日就應付融資租賃的非流動部份面對之不履約風險被評估為非重大。可換股債券的負債部份之公平價值乃採用具有同等市場利率的類同可換股債券，同時考慮到本集團的不履約風險後折算其預計未來現金流量估算。黃金租賃之公平價值乃根據開放市場之價格釐定。

### 24. 本中期財務報告之批核

董事會於2015年10月29日，通過及批核本中期財務報告。

## INTERIM DIVIDEND 中期股息

The Board resolved to declare an interim dividend of 1.5 HK cents per Share for the six months ended 31 August 2015 (2014: 1.2 HK cents per Share) to shareholders whose names appear on the Register of Members of the Company on Friday, 20 November 2015. The interim dividend will be paid on Thursday, 26 November 2015.

## CLOSURE OF REGISTER OF MEMBERS 暫停辦理股份過戶登記手續

The Register of Members of the Company will be closed from Thursday, 19 November 2015 to Friday, 20 November 2015, 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, 18 November 2015.

董事會決議宣佈派發截至2015年8月31日止六個月之中期股息每股股份港幣1.5仙(2014年：每股股份港幣1.2仙) 予於2015年11月20日(星期五)名列於本公司股東名冊之股東。中期股息將於2015年11月26日(星期四)派發。

由2015年11月19日(星期四)至2015年11月20日(星期五)，首尾兩天包括在內，本公司將暫停辦理股份過戶登記手續。如欲符合資格獲派中期股息，股東須於2015年11月18日(星期三)下午四時三十分(香港時間)前將過戶文件連同相關股票送回本公司股份過戶登記分處卓佳秘書商務有限公司辦理登記手續，地址為香港皇后大道東183號合和中心22樓。

# BUSINESS REVIEW AND PROSPECTS

## 業務回顧及前景

### Overall Financial Results

For the first half of the financial year 2015/2016 ("the First Half"), the Group's sales turnover decreased by 3.6% from HK\$1,818 million to HK\$1,753 million. This decline in sales in the First Half was mainly attributable to a significant year-on-year drop in retail sales activity in Hong Kong resulting from a reduction in the number of tourists visiting from Mainland China. Fortunately, this drop in sales activity in Hong Kong was largely offset by the growth of our Mainland China business, especially our Franchise business which the Group launched last year. The profit attributable to owners of the Company declined by 40% from HK\$25.8 million to HK\$15.5 million. Earnings per Share were 7.3 HK cents (2014: 12.3 HK cents per Share).

### Review and Outlook

#### Retailing Business

##### *Hong Kong and Macau*

As mentioned above, the number of tourists visiting Hong Kong and Macau from Mainland China dropped significantly in the First Half with the result that overall tourist and customers' spending in these markets decreased accordingly. Also spending changed slightly during this period steering away from luxury jewellery products and higher-priced gifting items towards more popular mass market commodities. As a result, sales in Hong Kong and Macau for the period under review decreased by 19% and same store sales growth was minus 20%.

Although the market situation has been very challenging, the Group explored alternate opportunities in the local market. During the First Half, the Group opened two new stores in Hong Kong – one in Olympic City and the other in Plaza Hollywood, Diamond Hill in order to expand its presence in this market. Customers of these stores are generally the end-users in the self-consumption product segment. In addition, we saw the start of a reversal in the previous upward growth trend in store rental costs which have slowed down. There was a downward rental adjustment for shop leases that came up for renewal during the period. Rental expenditure for Hong Kong and Macau shops dropped by 3% in the First Half.

### 整體財務業績

本集團於2015/2016財政年度上半年（「上半年」）之銷售營業額由港幣1,818百萬元減少3.6%至港幣1,753百萬元。上半年銷售下降，主要由於中國內地旅客人數減少致令本集團於香港零售業務市場之業績按年大幅下滑。所幸，我們在中國內地之業務，尤其是去年開展之加盟店業務錄得增長，極大地彌補了我們在香港銷售市場之業績下滑。本公司擁有人應佔盈利由港幣25.8百萬元減少40%至港幣15.5百萬元。每股盈利為港幣7.3仙（2014年：每股港幣12.3仙）。

### 回顧及前景

#### 零售業務

##### *香港及澳門*

如上述提及，上半年中國內地訪港旅客及訪澳旅客人數顯著下滑，導致整體旅客及顧客於市場上的花費相應減少。此外，花費模式在本期內亦稍有轉變，由奢侈珠寶產品及高價禮品轉向大眾化市場上更受歡迎之商品。因此，於回顧期內，香港及澳門之銷售減少19%，同店銷售增長為負20%。

儘管市場形勢極具挑戰性，本集團仍在本地市場覓得其他商機。於上半年，本集團於香港開設兩間新店舖，一間位於奧海城，而另一間位於鑽石山荷里活廣場，以擴大其在這市場的業務。該等店舖之顧客一般為自用產品之最終用戶。此外，我們看到以往於店舖租金成本上升的趨勢已放緩，並有逆轉的勢頭，在本期出現的店舖續租亦有租金下調。於上半年，香港及澳門店舖之租金開支減少3%。

## Review and Outlook (continued)

### Retailing Business (continued)

#### *Hong Kong and Macau (continued)*

The Group will keep reviewing, adjusting and strengthening the store network in Hong Kong to manage the operating costs and better serve its customers.

#### *Mainland China*

The Group's Mainland China retail business grew by 5% during the First Half and same store sales growth was 2.3%. During the period, the Group continued to increase its focus on (i) the further development of and expansion into the "self-consumption market" and (ii) our point of differentiation being high quality design and craftsmanship in the premium mass market following the slowing of growth in the high-end luxury segment. The Group regularly reviews its store network and plans to increase the store opening pace to better reach and serve our customers. The number of self-operated stores was 169 as at 31 August 2015.

#### *Malaysia*

Notwithstanding the introduction of a 6% Goods and Services Tax in Malaysia on 1 April 2015, our Malaysia retail business grew by 14% during the First Half. The Group remains optimistic but at the same time prudent towards the growth prospects of this business and, should the opportunity arise, it will seek to open another one to two more stores in Malaysia in the forthcoming year.

### Wholesale Business

Twenty-two (22) new stores were opened under the Group's franchising model during the First Half bringing the total number of franchised stores to 56 as at 31 August 2015. The Group will continue to explore more opportunities to work with local business partners to facilitate a more rapid growth of the Group's franchise store sales network. The Group is looking forward to increasing its franchise sales network by more than 100 Point of Sales (POS) in Mainland China in the next two years.

## 回顧及前景 (續)

### 零售業務 (續)

#### *香港及澳門 (續)*

本集團將繼續檢討、調整，並加強在香港的店鋪網絡，以控制營運成本及為顧客提供更佳服務。

#### *中國內地*

於上半年，本集團之中國內地零售業務增長5%，同店銷售增長2.3%。於本期間內，本集團繼續集中加強(i)進一步開發及擴大「自用市場」及(ii)隨著高端奢侈品增長緩慢，我們在高端大眾市場上之優質設計和工藝的市場定位。本集團定期檢討其店鋪網絡，並計劃加快開店步伐，為顧客提供更佳服務。於2015年8月31日，自營店鋪之數目為169間。

#### *馬來西亞*

儘管自2015年4月1日開始推行6%之商品及服務稅，馬來西亞零售業務於上半年錄得14%之增長，而本集團對該業務之增長前景亦保持樂觀審慎。若有機會，本集團將爭取來年於馬來西亞再開設一至兩間店鋪。

### 批發業務

於上半年，二十二(22)間新店鋪按本集團之加盟模式開設。於2015年8月31日，加盟店之總數已增至56間。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加快增長。本集團現正期望於未來兩年內在中國內地新增逾100個銷售點，以擴大其加盟銷售網絡。

## BUSINESS REVIEW AND PROSPECTS (continued)

### 業務回顧及前景 (續)

#### Review and Outlook (continued)

##### Other Business

Included in other business, the Group further extended its e-business platform during the First Half with the result that turnover for e-business for this period increased by 61% when compared with turnover achieved in the second half of last financial year. The Group joined a new e-business platform, VIP.com, in July 2015 and will continue to explore more new channels to complement its existing e-business platform and the Group's brand.

This growth rate was very encouraging and the Group expects that its e-business channel will be able to maintain this high growth rate in the second half of this year.

##### Financial Structure

Capital expenditure totalled approximately HK\$23 million during the First Half and was mainly in respect to store renovations and expansion. This was largely funded by internal resources and borrowings.

As at 31 August 2015, the Group's total borrowings decreased to HK\$883 million from HK\$924 million as at 28 February 2015. Net borrowings (total interest-bearing liabilities less cash and cash equivalents and time deposits) decreased from HK\$636 million to HK\$470 million.

The net gearing ratio (the ratio of total interest-bearing liabilities less cash, cash equivalents and time deposits to total equity) decreased from 58% to 45% during the First Half 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 while interest on Convertible Bonds is fixed.

#### 回顧及前景 (續)

##### 其他業務

其他業務方面，由於本集團於上半年進一步擴大其電子商貿平台，因而本期間的電子商貿營業額較上一財政年度下半年所得的營業額增長61%。本集團於2015年7月新進駐電子商貿平台「唯品會」，並將繼續發掘更多新渠道，務求與現有的電子商貿平台及本集團品牌相輔相成。

此增長率令人鼓舞，本集團預期本年度下半年電子商貿渠道將能保持該高增長率。

##### 財務結構

於上半年內，資本開支合共約港幣23百萬元，主要用於店舖翻新及擴充該等開支大部份透過內部資源及借貸撥資。

於2015年8月31日，本集團之借貸總額由2015年2月28日之港幣924百萬元減至港幣883百萬元。借貸淨額（計息負債總額減現金及現金等價物及定期存款）由港幣636百萬元減至港幣470百萬元。

淨負債比率（即計息負債總額減現金及現金等價物及定期存款與權益總額之比率）維持於穩健水平，由58%下降至上半年之45%。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，而可換股債券之利息設有固定息率。



## Financial Structure (continued)

As at 31 August 2015, the Group had time deposits and cash and bank balances and undrawn banking facilities of approximately HK\$413 million and HK\$301 million respectively, which, in the opinion of the directors, should be sufficient to meet the Group's present working capital requirements.

## Exchange Rates

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

## Charge on Group Assets and Contingent Liabilities

- (a) In November 2013, the Group entered into a banking facility arrangement with a bank pursuant to which certain fixed properties (i.e. land and buildings with aggregate carrying value as at 31 August 2015 of HK\$48,913,000) in Hong Kong were mortgaged to its bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (b) In December 2013, the Group entered into a banking facility arrangement with a bank pursuant to which certain other fixed properties (i.e. land and buildings with aggregate carrying value as at 31 August 2015 of HK\$5,671,000) in Hong Kong were mortgaged to another bank by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.

## 財務結構 (續)

於2015年8月31日，本集團之定期存款及現金及銀行結餘以及未動用銀行融資分別約為港幣413百萬元及港幣301百萬元，董事認為足以應付本集團目前營運資金需求。

## 匯率

於上半年內，本集團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

- (a) 於2013年11月，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固定物業（即於2015年8月31日總賬面值港幣48,913,000元之土地及樓宇）質押予其往來銀行，以作為（其中包括）本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。
- (b) 於2013年12月，本集團與另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其他固定物業（即於2015年8月31日總賬面值港幣5,671,000元之土地及樓宇）質押予另一往來銀行，以作為（其中包括）本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品。

## BUSINESS REVIEW AND PROSPECTS (continued)

### 業務回顧及前景 (續)

#### Charge on Group Assets and Contingent Liabilities (continued)

- (c) As at 31 August 2015, time deposits denominated in RMB equivalent to HK\$65,122,000 have been pledged to secure several gold loan contracts. The pledged time deposits will be released upon completion of the gold loan contracts.
- (d) As at 31 August 2015, time deposits of 2 subsidiaries in the PRC denominated in RMB totalling equivalent to HK\$142,733,000 have been pledged to secure standby letters of credit issued by banks to the banks of another subsidiary in Hong Kong for a cross border treasury arrangement. These pledged time deposits will be released upon the release of the standby letters of credit issued.

The Group did not have any material contingent liabilities not provided for in the financial statements as at 31 August 2015.

#### Human Resources

As at 31 August 2015, total staff of the Group was approximately 3,220 (28 February 2015: 3,550). The change was mainly due to normal staff turnover and delayed recruitment in light of the uncertain business environment. There were no major changes in human resource policies.

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

#### 集團資產抵押及或有負債 (續)

- (c) 於2015年8月31日，以人民幣作為單位及相當於港幣65,122,000元之定期存款已作若干黃金租賃合約之抵押品。該已抵押定期存款將於相關黃金租賃合約完成後解除。
- (d) 於2015年8月31日，兩間在中國的附屬公司以人民幣作為單位及相當於港幣142,733,000元之定期存款已作抵押，以取得銀行發出備用信用狀予一間香港附屬公司的往來銀行作跨境財務安排之用。該等已抵押定期存款將於已發出之相關備用信用狀完成後解除。

於2015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。

#### 人力資源

於2015年8月31日，本集團共聘用約3,220名僱員(2015年2月28日：3,550名)。人數變動主要是由於正常員工流動及因營商環境不明朗而延遲招聘所致。人力資源政策並無重大變動。

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

## OTHER INFORMATION

### 其他資料

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

As at 31 August 2015, the interests and short positions of the directors (the "Directors") and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

#### 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2015年8月31日，本公司董事（「董事」）及最高行政人員及／或彼等各自之任何聯繫人士擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所（包括根據以上條例有關條文已接受或被設定已接受的權益及淡倉）的本公司及其任何聯營公司（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉，或須根據以上條例第352條登記於由本公司存置之登記冊，或須根據上市公司發行人進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的本公司及其任何聯營公司（按證券及期貨條例第XV部之定義）股份、相關股份及債權證的權益及淡倉如下：

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 issued shares of the Company
- (i) 於本公司的已發行股份之權益及好倉

Name of Director 董事姓名	Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益	Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		Short interest 淡倉	Other interest 其他權益	Approximate percentage of total issued share capital* 佔已發行股本總數概約百分比*
				Derivative interest (share options) 衍生工具權益 (購股權)				
(i) Yau On Yee, Annie 邱安儀	100,000	152,960,917 (Note 附註1) 4,000 (Note 附註1)	-	1,210,000 (Notes 附註2 & 3) 1,210,000 (Notes 附註2 & 3)	-	-	73.92%	
(ii) Erwin Steve Huang 黃岳永	100,000	-	-	2,000,000 (Note 附註3)	-	-	1.00%	
(iii) Chan Lambert Lap Yip 陳立業	10,000	-	-	2,000,000 (Note 附註3)	-	-	0.95%	

\* The percentage was calculated based on 210,336,221 Shares in issue as at 31 August 2015.

\* 百分比是按於2015年8月31日已發行210,336,221股股份計算。

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

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

Notes:

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

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

2. 1,210,000 share options of the Company were granted to each of Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy on 1 March 2013. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the share options of the Company which 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 in underlying shares of the Company".
4. 2,000,000 share options of the Company granted to Mr. Lai Tsz Mo, Lawrence, who resigned as Executive Director with effect from 1 August 2015, were lapsed on 27 September 2015.

## 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) 於本公司的已發行股份之權益及好倉 (續)

附註：

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

謝達峰先生於聯交所購買4,000股股份。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有之所有股份之權益。

2. 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之1,210,000股份之購股權。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有本公司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」。
4. 授予黎子武先生本公司之2,000,000股份之購股權，已因彼於2015年8月1日辭任本公司之執行董事，而於2015年9月27日失效。

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 in underlying shares of the Company

As at 31 August 2015, the Directors had interests in option to subscribe for Shares as follows:

(ii) 於本公司相關股份的權益

於2015年8月31日，董事持有可認購股份的購股權權益如下：

Name of Director 董事姓名	Date of Grant (dd/mm/yyyy) 授出日期 (日/月/年)	Number of share options 購股權的數目				Outstanding as at 31 August 2015 於2015年 8月31日總數	Exercise price 行使價格	Vesting/ Exercise Period (dd/mm/yyyy) 歸屬期/行使期間 (日/月/年)
		Total as at 28 February 2015 於2015年 2月28日總數	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效			
Yau On Yee, Annie 邱安儀	01/03/2013	1,210,000	-	-	-	1,210,000	HK\$ 港幣4.13 (Note 附註)	15%: 01/09/2014 – 29/02/2020 15%: 01/03/2015 – 29/02/2020 30%: 01/03/2016 – 29/02/2020 40%: 01/03/2017 – 29/02/2020
Erwin Steve Huang 黃岳永	-ditto 同上-	2,000,000	-	-	-	2,000,000	-ditto 同上-	-ditto 同上-
Chan Lambert Lap Yip 陳立業	-ditto 同上-	2,000,000	-	-	-	2,000,000	-ditto 同上-	-ditto 同上-

Note:

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

附註：

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

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

Other than as disclosed above, as at 31 August 2015, none of the Directors, chief executive and their respective associates of the Company, had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the 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)

除上文所披露者外，於2015年8月31日，並無本公司董事、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作擁有的權益或淡倉），或根據證券及期貨條例第352條須記入本公司存置的登記冊，或根據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 2015, 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2015年8月31日，任何主要股東或其他人士（並非本公司的董事或最高行政人員）在本公司股份及／或相關股份中擁有已根據證券及期貨條例第XV部第2及3分部的規定向本公司作出披露，及已根據證券及期貨條例第336條須記入本公司備存的登記冊內的權益（均為好倉）如下：

		Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		
Name 名稱	Capacity 身份	Number of share options 購股權數目	Number of ordinary share 普通股 股份數目	Approximate percentage of total issued share capital* 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	-	152,960,917	72.72%
(ii) Blink Technology Limited (Note 附註1)	Interest of controlled corporation 受控制公司權益	-	152,960,917	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	-	152,960,917	72.72%
	Interest of Spouse 配偶擁有權益	1,210,000	100,000	0.62%
(iv) Prime Investments S.A. (Note 附註2)	Beneficial owner 實益擁有人	1,210,000	4,000	0.58%
	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%
(v) Rosy Blue Investments S.à.r.l. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%
(vi) Asiya Trust Co. Pte. Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%
(vii) Viraj Russell Mehta (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%
(viii) CDH King Limited (Notes 附註3 & 4)	Beneficial owner 實益擁有人	-	39,062,500 (Note 附註3)	18.57%
	Interest of controlled corporation 受控制公司權益	-	39,062,500 (Note 附註3)	18.57%
(ix) CDH Fund IV, L.P. (Note 附註4)	Interest of controlled corporation 受控制公司權益	-	39,062,500 (Note 附註3)	18.57%
(x) CDH IV Holdings Company Limited (Note 附註4)	Interest of controlled corporation 受控制公司權益	-	39,062,500 (Note 附註3)	18.57%
(xi) China Diamond Holdings IV, L.P. (Note 附註4)	Interest of controlled corporation 受控制公司權益	-	39,062,500 (Note 附註3)	18.57%
(xii) China Diamond Holdings Company Limited (Note 附註4)	Interest of controlled corporation 受控制公司權益	-	39,062,500 (Note 附註3)	18.57%

\* The percentage was calculated based on 210,336,221 Shares in issue as at 31 August 2015.

\* 百分比是按於2015年8月31日已發行210,336,221股股份計算。



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

Notes:

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

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

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

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

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

邱安儀女士因於2009年7月10日行使本公司購股權而持有100,000股股份。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之所有股份之權益。

邱安儀女士持有本公司之1,210,000股份之購股權。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之本公司所有購股權之權益。

謝達峰先生另外持有本公司之1,210,000股份之購股權及以其名義於聯交所購買4,000股股份。

2. 此等股份為上述附註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。Prime Investments S.A.為Partner Logistics Limited的優先股股東，並由Asiya Trust Co. Pte. Limited全資擁有的Rosy Blue Investments S.à.r.l.擁有99.83%，而Asiya Trust Co. Pte. Limited由Viraj Russell Mehta先生全資及實益擁有。根據證券及期貨條例，Prime Investments S.A.、Rosy Blue Investments S.à.r.l.、Asiya Trust Co. Pte. Limited及Viraj Russell Mehta先生均被視作持有由Partner Logistics Limited持有之所有股份之權益。

## 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)

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

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

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

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

### 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)

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

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

按認購協議，本公司有權選擇發行予CDH及CDH已同意在若干條件下認購第二批總本金額為港幣200,000,000元的可換股債券(「第二批債券」)。CDH已於2013年12月19日遞交予本公司一份其不再持有總值港幣200,000,000元第二批債券權益之披露通知；因此，其於本公司股本之權益比例由32.80%下降至18.57%。

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

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

Other than as disclosed above, as at 31 August 2015, 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.

## 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:

- The remuneration packages of the following Director has been revised by the Remuneration Committee of the Company in consideration of her responsibilities and market rates:

The monthly remuneration of Ms. Yau On Yee, Annie, an Executive Director, the Chairman and the Chief Executive Officer of the Company, has remained unchanged. The performance related discretionary bonus has been reviewed to lay down the objective criteria for determining the amount of bonus. Apart from laying down the objective criteria, the payout of bonus is expected to be similar to past years when business performance reaches targets. The revised scheme takes effect from 1 March 2015.

- Mr. Erwin Steve Huang, has been re-designated as a Non-executive Director of the Company with effect from 1 March 2015 and has been appointed as a non-executive director of Sky Light Holdings Limited (Stock Code: 3882), a company the shares of which are listed on the Stock Exchange, with effect from 25 March 2015.

## 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)

除上文所披露者外，於2015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。

## 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：

- 本公司薪酬委員會已考慮以下董事之職責及市場水平，對其薪酬方案作出調整：

本公司執行董事、主席及行政總裁邱安儀女士之每月酬金維持不變。與表現相關的酌情性花紅已被審閱，並訂立客觀標準決定花紅之數額。除所訂立之客觀標準外，花紅之數額預計與過去數年達至業績標準之數額相若。修訂之計劃於2015年3月1日起生效。

- 黃岳永先生於2015年3月1日起，由本公司執行董事調任為非執行董事及於2015年3月25日起，獲委任為天彩控股有限公司（股份代號：3882）之非執行董事，該公司於聯交所上市。

## OTHER INFORMATION (continued)

### 其他資料 (續)

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

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

- Mr. Chui Chi Yun, Robert, an Independent Non-executive Director of the Company, has been appointed as an independent non-executive director of each of Aurum Pacific (China) Group Limited (Stock Code: 8148) and PPS International (Holdings) Limited (Stock Code: 8201), both companies the shares of which are listed on the Stock Exchange, with effect from 7 May 2015 and 16 June 2015 respectively.
- Mr. Chan Lambert Lap Yip has been elected by shareholders of the Company as an Executive Director of the Company on 24 July 2015.
- Mr. Chan Yue Kwong, Michael, an Independent Non-executive Director of the Company, has resigned as an independent non-executive director of Kingboard Laminates Holdings Limited (Stock Code: 1888) with effect from 31 July 2015.
- Mr. Lai Tsz Mo, Lawrence has resigned as an Executive Director, the Chief Financial Officer and the Company Secretary of the Company with effect from 1 August 2015.

#### Share Option Scheme

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

#### 根據上市規則第13.51B(1)條的董事資料變動 (續)

根據上市規則第13.51B(1)條，董事資料變動如下：(續)

- 本公司之獨立非執行董事崔志仁先生，於2015年5月7日及2015年6月16日起，分別獲委任為奧栢中國集團有限公司(股份代號：8148)及寶聯控股有限公司(股份代號：8201)之獨立非執行董事，兩間公司均於聯交所上市。
- 陳立業先生於2015年7月24日獲本公司股東選舉為本公司之執行董事。
- 本公司之獨立非執行董事陳裕光先生，於2015年7月31日起，辭任建滔積層板控股有限公司(股份代號：1888)之獨立非執行董事。
- 黎子武先生於2015年8月1日起，辭任本公司執行董事、首席財務總監及公司秘書。

#### 購股權計劃

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

## Share Option Scheme (continued)

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

- any employee (whether full time or part time employee, including any Executive Directors but not any Non-executive Director) of the Company, any of its subsidiaries or any Invested Entity;
- any Non-executive Director (including Independent Non-executive Directors) of the Company, any of its subsidiaries or any Invested Entity;
- any supplier of goods or services to any member of the Group or any Invested Entity;
- any customer of the Group or any Invested Entity;
- any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; and
- any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

## 購股權計劃 (續)

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

- 本公司、其任何附屬公司或任何被投資實體的任何僱員（不論是全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事）；
- 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；
- 本集團任何成員公司或任何被投資實體的任何貨物或服務供應商；
- 本集團或任何被投資實體的任何客戶；
- 向本集團或任何被投資實體提供研究、開發或技術支援或其他服務的任何人士或實體；及
- 本集團或任何被投資實體的任何股東或任何成員公司，或本集團任何成員公司或任何被投資實體的任何已發行證券的持有人。

## OTHER INFORMATION (continued) 其他資料 (續)

### Share Option Scheme (continued)

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

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

### 購股權計劃 (續)

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

2003年購股權計劃已於2013年11月25日屆滿。

## Share Option Scheme (continued)

On 1 March 2013, the number of Shares issuable under options granted to certain employees of the Group (three of them being the Directors) and other participants pursuant to the 2003 Share Option Scheme was 15,850,000 (representing approximately 7.54% of the then issued share capital of the Company). The movements in the number of share options under the 2003 Share Option Scheme during the six months ended 31 August 2015 were as follows:

Name or category of participant	Date of grant (dd/mm/yyyy)	Total as at 28 February 2015 於2015年 2月28日 總數	Number of share options 購股權數目			Outstanding as at 31 August 2015 於2015年 8月31日 結餘	Exercise price 行使價	Vesting/ Exercise period (dd/mm/yyyy)
			Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed During the period 期內失效			
<b>Employees 僱員</b>								
In aggregate (合計)	01/03/2013	13,900,000 (Note 附註1)	-	-	-	11,900,000 (Note 附註1)	HK\$ 港幣4.13 (Note 附註2)	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		13,900,000	-	-	-	11,900,000		
<b>Service providers 服務供應商</b>								
In aggregate (合計)	01/03/2013	960,000 (Note 附註1)	-	-	-	2,960,000 (Note 附註1)	HK\$ 港幣4.13 (Note 附註2)	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		960,000	-	-	-	2,960,000		
Total 總數		14,860,000	-	-	-	14,860,000		

## 購股權計劃 (續)

於2013年3月1日，根據2003年購股權計劃授出予若干本集團僱員(其中三名為董事)及其他參與人士之購股權可發行之股份數目為15,850,000股股份(佔本公司當時已發行股本約7.54%)。截至2015年8月31日止六個月內，2003年購股權計劃所涉購股權數目之變動如下：

## OTHER INFORMATION (continued) 其他資料 (續)

### Share Option Scheme (continued)

Notes:

- (1) With reference to professional advice, 2,000,000 share options of the Company should have been re-classified from the class of “Employees” to the class of “Service providers”. Therefore, the total number of share options outstanding as at 31 August 2015 in the classes of “Employees” and “Service providers” have been adjusted accordingly.
- (2) The closing price of the Company’s shares traded on the Stock Exchange on 1 March 2013 was HK\$4.13, being the date on which the relevant options were offered for grant.
- (3) 2,000,000 share options of the Company granted to Mr. Lai Tsz Mo, Lawrence, who resigned as Executive Director with effect from 1 August 2015, were lapsed on 27 September 2015.

Details of share options granted to the Directors and the relevant movement(s) during the six months ended 31 August 2015 are set out in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company” in this interim report.

Except as disclosed above, no share option were granted, exercised, cancelled or lapsed during the six months ended 31 August 2015.

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

### 購股權計劃 (續)

附註：

- (1) 根據專業意見，本公司2,000,000股份之購股權從「僱員」類別重新歸類為「服務供應商」類別。因此，「僱員」類別及「服務供應商」類別於2015年8月31日授出購股權總數結餘已相應調整。
- (2) 本公司股份於2013年3月1日（即有關購股權之要約日期）在聯交所錄得之收市價為港幣4.13元。
- (3) 授予黎子武先生本公司之2,000,000股份之購股權，已因彼於2015年8月1日辭任本公司之執行董事，而於2015年9月27日失效。

於截至2015年8月31日止六個月內授予董事購股權的詳細資料及相關變動載列於本中期報告「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」部份。

除上所披露者外，於截至2015年8月31日止六個月內，並無購股權獲授出、行使、註銷或失效。

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



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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 31 August 2015 (the "Reporting Period").

## 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 Reporting 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 Reporting 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.

## 購買、出售或贖回本公司的上市證券

於截至2015年8月31日止六個月（「報告期間」）內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

## 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。於報告期間內，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14所載《企業管治守則》（「企業管治守則」）之原則及遵守全部守則條文。

#### 守則條文A.2.1

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

## OTHER INFORMATION (continued)

### 其他資料 (續)

#### Audit Committee

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

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

#### Model Code for Securities Transactions by Directors

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

By Order of the Board  
Yau On Yee, Annie  
Chairman

Hong Kong, 29 October 2015

#### 審核委員會

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

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

#### 董事進行證券交易之標準守則

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

承董事會命  
主席  
邱安儀

香港，2015年10月29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)

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