



**中發展控股有限公司**

**ZHONG FA ZHAN HOLDINGS LIMITED**

Incorporated in the Cayman Islands with limited liability

Stock Code : 00475

**Annual Report 2013/14**

# CONTENTS

Corporate Information	2
Chairman's Statement	3
Management Discussion and Analysis	4
Directors and Company Secretary	6
Report of the Directors	9
Corporate Governance Report	16
Independent Auditor's Report	25
Consolidated Statement of Profit or Loss and Other Comprehensive Income	27
Consolidated Statement of Financial Position	28
Consolidated Statement of Changes in Equity	29
Consolidated Statement of Cash Flows	30
Notes to the Consolidated Financial Statements	31
Five Years Financial Summary	63
Information about the Statement of Financial Position of the Company	64



# CORPORATE INFORMATION



## Board of Directors

### Executive Directors

Mr. Wu Hao (*Chairman*)  
Mr. Hu Yangjun  
Mr. Hu Yishi  
Mr. Chan Wing Yuen, Hubert (*Chief Executive*)  
Ms. Kwong Wai Man, Karina

### Non-executive Director

Mr. Li Wei Qi, Jacky

### Independent non-executive Directors

Mr. Wu Chi Keung  
Mr. Heung Chee Hang, Eric  
Ms. Kwok Pui Ha

## Audit Committee

Mr. Wu Chi Keung (*Chairman*)  
Mr. Heung Chee Hang, Eric  
Ms. Kwok Pui Ha

## Remuneration Committee

Mr. Wu Chi Keung (*Chairman*)  
Mr. Chan Wing Yuen, Hubert  
Mr. Heung Chee Hang, Eric

## Nomination Committee

Mr. Wu Chi Keung (*Chairman*)  
Mr. Chan Wing Yuen, Hubert  
Ms. Kwok Pui Ha

## Company Secretary

Mr. Ng Kwok Kit

## Head Office and Principal Place of Business in Hong Kong

23/F., Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

## Registered Office

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

## Principal Share Registrar

Royal Bank of Canada Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

## Hong Kong Branch Share Registrar and Transfer Office

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

## Principal Bankers

The Hong Kong and Shanghai Banking  
Corporation Limited  
Hang Seng Bank Limited

## Legal Advisers

K&L Gates  
Angela Ho & Associates

## Auditor

Deloitte Touche Tohmatsu

## Company Website

[www.475hk.com](http://www.475hk.com)

## Stock Code

00475

# CHAIRMAN'S STATEMENT

To our Shareholders,

On behalf of the board of directors (the "Board" or "Directors") of Zhong Fa Zhan Holdings Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (collectively "Zhong Fa Zhan" or the "Group") for the year ended 31 March 2014.

During the year of review the Group principally focused on the design, manufacturing and wholesale of fine jewelry products in the People's Republic of China (the "PRC"). As the operating environment in the PRC continued to be unfavourable, even though the Group's measures for controlling operating costs have achieved considerable results, the intense competition under the current circumstances still posed significant pressure on the Group's sales. In order to tackle these difficulties, the Group has actively considered strategies that may generate more income and maintained its efforts in cost control, with a view to minimizing the effect of the unfavorable factors on the profitability.

The Group reviews its existing businesses and explores potential investment opportunities from time to time, and may consider changing and diversifying the Group's businesses, depending on the results of review and if there are appropriate opportunities, so as to expand the revenue sources of the Group. Meanwhile, we will consider and look for opportunities of fund raising from time to time with reference to the market conditions, in order to expand the Group's asset portfolio and its potential for long term growth. The Company will also establish the direction of its future business development through diversified strategies. We are confident that we can overcome such difficulties and successfully tap new business opportunities and achieve even better results.

Based on the prudent financial principle and upon the consideration towards the sustainable development of the Group, the Board does not propose the distribution of any final dividend for the 2013/14 financial year.

On behalf of the Board, I would like to extend my heartfelt gratitude to all shareholders, customers and business partners of the Company for their continuing support to the Group. I wish to also express my appreciation to the Group's directors, management and staffs for their contribution and commitment to the Group over the last year.

**Wu Hao**

*Chairman and Executive Director*

Hong Kong, 20 June 2014



# MANAGEMENT DISCUSSION AND ANALYSIS



## Operating Results

The sales turnover of the Group dropped by 10.8% from HK\$75.8 million to HK\$67.6 million for the year ended 31 March 2014 (the "Review Period"). However, the gross profit margin increased slightly from 9.1% to 10.9% to HK\$7.4 million during the Review Period.

The Group recorded a net loss of HK\$20.0 million for the Review Period (2013: net loss of HK\$31.1 million). Though the result has been improved, the reduction in net loss is mainly contributed by the absence of the one-off expense in relation to the issuance of share options to the Directors and other eligible participants in June 2012. Basic loss per share were 7.3 HK cents (2013: basic loss per share were 11.4 HK cents).

## Business Review

The implementation of certain cost control measures has proven to be effective and the outcome is reflected by the slightly increased gross profit margin. Nevertheless, it has been a rough year with intense competition which has led to a drop in the sales turnover. The difficult operating environment has not offered the Group any favorable factors to greatly enhance its performance.

Although improvement of net result is noted, considering the non-recurring nature of the share option expense of HK\$16.4 million in prior year, it should be excluded for a fair analysis. Without taking into account the prior year's share option expense, the net loss in fact increased from HK\$14.7 million to HK\$20.0 million. During the year, we have put in additional resources for exploring potential investment opportunities while stringently governing our operating cost base in order to stay competitive in the PRC jewelry wholesale business.

## Prospects

We believe that the upcoming year will still be a great challenge. Under keen competition, we will continue to offer our customers best quality products and competitive prices. However, the uncertain economic environment in Mainland China and ongoing inflationary pressures together cast a mist on our path ahead. We will continue to adopt a prudent approach to minimize both our direct and indirect cost for a better result.

The Group will closely monitor and review its business operations and financial position for the purpose of formulating business plans and strategies for its future business development.

In regards to the market situation, we will consider and closely look for opportunities for fund raising activities from time to time with a view to expanding our total asset value base. Should suitable investment or business opportunities arise, the Group may consider diversifying its business with an objective to broaden its income source. Currently no such investment or business opportunities had been identified nor had the Group entered into any agreement, arrangements, understandings, intention or negotiation in relation to the injection of any assets or business into the Group.

## Liquidity and Financial Resources

As at 31 March 2014, the Group's net current assets and current ratio stood at HK\$13.5 million and 1.5 respectively (2013: HK\$23.8 million and 2.5 respectively). Net gearing ratio (total interest bearing borrowings net of cash at banks and in hand as a percentage of total equity) was nil as at 31 March 2014 (2013: Nil).

The Group had no bank borrowings as at 31 March 2014 (2013: Nil). The Group had no banking facilities as at 31 March 2014 (2013: Nil).

As at 31 March 2014, the Group's cash at banks and in hand amounted to HK\$13.4 million (2013: HK\$7.6 million).

## Charges on Group Assets

As at 31 March 2014, the Group did not have any charges on the Group's assets (2013: Nil).

## Capital Structure

For the year ended 31 March 2014, the Group financed its liquidity requirements through cash flow as generated from operation and loan from a controlling shareholder.

## Capital Commitment and Contingent Liabilities

As at 31 March 2014, the Group did not have any capital commitments (2013: Nil) and had HK\$4.2 million of operating lease commitments (2013: HK\$5.8 million).

As at 31 March 2014, the Group did not have any significant contingent liabilities (2013: Nil).

## Staff and Remuneration Policy

As at 31 March 2014, the Group had a total of 51 employees (2013: 62). Staff costs for the year under review was HK\$17.6 million, representing a decrease of 30.7% as compared to 2013 of HK\$25.4 million which included share-based payment of HK\$12.7 million that does not recur in the current year. The Group remunerates its employees based on their performance and work experience and the prevailing market rates. Salaries of employees are maintained at competitive levels while bonuses are granted by reference to the performance of the Group and individual employees.

Other benefits include share option scheme and contribution to statutory mandatory provident fund scheme to its employees in Hong Kong and the statutory central pension schemes to its employees in the PRC.

## Foreign Exchange Fluctuation and Hedges

Currently, the Group was principally based in the PRC and was not significantly exposed to foreign exchange risk. Foreign exchange risk arises from future commercial transaction and recognized assets and liabilities. While the Group would closely monitor the volatility of the Renminbi exchange rate, the Directors considered that the Group's risk exposure to foreign exchange rate fluctuation remained minimal currently.

As at 31 March 2014, no forward foreign currency contracts are designated in hedging accounting relationships (2013: Nil).



# DIRECTORS AND COMPANY SECRETARY



## Executive Directors

Mr. Wu Hao, aged 40, is our chairman and an executive Director. He joined the Group in 2012 and is responsible for overall strategic planning and development. Mr. Wu Hao joined Xinjiang Lian Rui Mining Company Limited\* (新疆聯瑞礦業有限公司), which is principally engaged in mining resources business, in 2008 and was appointed as its vice chairman in 2009. Mr. Wu Hao graduated in legal professional studies from Correspondence Institute of Party School of the Central Committee of Communist Party of China\* (中共中央黨校函授學院) in 2002.

Mr. Hu Yangjun, aged 40, is an executive Director. He joined the Group in 2011 and is responsible for reviewing and improving the operations of the Group. Mr. Hu Yangjun has corporate management experience in information technology and international trade and has worked in Zhejiang Orient Group\* (浙江東方集團) and Zhejiang Ju Neng Dongfang Holdings Company Limited\* (浙江巨能東方控股有限公司). Mr. Hu Yangjun was an executive director of Zheda Lande Scitech Limited (stock code: 8106) and Neo Telemedia Limited (stock code: 8167), of which the issued shares of both companies are listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Hu Yangjun resigned as executive director of Neo Telemedia Limited with effect from 31 December 2013. Mr. Hu Yangjun is currently a member of All-China Youth Federation. Mr. Hu Yangjun graduated from Anhui Normal University.

Mr. Hu Yishi, aged 38, is an executive Director. He joined the Group in 2011 and is responsible for reviewing and improving the operations of the Group. Mr. Hu Yishi has experience in China affairs and business. Mr. Hu Yishi is a non-executive director and the chairman of Kai Yuan Holdings Limited (stock code: 1215), the issued shares of which are listed on the Stock Exchange. Mr. Hu Yishi was previously an executive director of China Pipe Group Limited (stock code: 380) and Sun Media Group Holdings Limited (now known as Up Energy Development Group Limited (stock code: 307)), the issued shares of both companies are listed on the Stock Exchange. Mr. Hu Yishi graduated from Shanghai International Tourism Vocational Technology School.

Mr. Chan Wing Yuen, Hubert ("Mr. Hubert Chan"), aged 56, is our chief executive and an executive Director. He joined the Group in 2011 and is responsible for business policy formulation and execution. Mr. Hubert Chan is a member of the Chinese People's Political Consultative Conference — Heilongjiang Province Committee in the PRC. Mr. Hubert Chan spent over ten years with the Stock Exchange. Mr. Hubert Chan was a director of Guangdong Investment Limited (stock code: 270), Rising Development Holdings Limited (stock code: 1004), Interchina Holdings Company Limited (now known as EverChina Int'l Holdings Company Limited) (stock code: 202) and China Pipe Group Limited (stock code: 380), all companies of which shares are listed on the Stock Exchange. Mr. Hubert Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Mr. Hubert Chan is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries and is also a member of the Hong Kong Securities Institute and the Hong Kong Institute of Directors.

\* translation for identification purpose only

Ms. Kwong Wai Man, Karina (“Ms. Karina Kwong”), aged 44, was appointed as an executive Director in September 2013. Ms. Karina Kwong holds a bachelor’s degree in business administration from the Simon Fraser University, Canada, and is a member of the American Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute. Ms. Karina Kwong is an executive director and the chief financial officer of Sheng Yuan Holdings Limited (“Sheng Yuan”, stock code: 851), the shares of which are listed on the Stock Exchange, and is responsible for the overall finance and administration functions and corporate governance enforcement of Sheng Yuan and its subsidiaries. Ms. Karina Kwong has extensive experience in accounting, financial management and corporate finance. Ms. Karina Kwong worked for sizable organizations in various industries as senior executives in both Canada and Hong Kong. Ms. Karina Kwong was an executive director and chief financial officer of Kai Yuan Holdings Limited (stock code: 1215), a company whose shares are listed on the Stock Exchange. Ms. Karina Kwong had previously served as an executive director and non-executive director of Grandmass Enterprise Solution Limited (now known as FAVA International Holdings Limited (stock code: 8108)), the shares of which is listed on the Growth Enterprise Market of the Stock Exchange.

### Non-executive Director

Mr. Li Wei Qi, Jacky (“Mr. Jacky Li”), aged 42, was appointed as a non-executive Director in November 2011. Mr. Jacky Li has experience in the financial services field. Mr. Jacky Li is currently vice president of the marketing department of Emperor Bullion Investments (Asia) Limited, Emperor Futures Limited, Emperor Securities Limited and Emperor Wealth Management Limited. Mr. Jacky Li is a licensed representative under the Securities and Futures Ordinance (the “SFO”) to carry on Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities, a licensed representative of the Professional Insurance Brokers Association to carry on long term insurance (including linked long term insurance) and general insurance regulated activities, a licensed representative of the Mandatory Provident Fund Schemes Authority to carry on related regulated activities and an account executive registered with The Chinese Gold & Silver Exchange Society. Mr. Jacky Li was previously vice president of the marketing department of Tanrich Futures Limited and was a person licensed by the Securities and Futures Commission for dealing and advising in futures contracts and asset management.



## Independent Non-executive Directors

Mr. Wu Chi Keung (also known as Mr. Edward Wu), aged 57, was appointed as an independent non-executive Director in November 2011. Mr. Edward Wu has experience in the financial audit field and was a partner of Deloitte Touche Tohmatsu. Mr. Edward Wu is currently an independent non-executive director of Huabao International Holdings Limited (stock code: 336), China Renji Medical Group Limited (stock code: 648), China Medical System Holdings Limited (stock code: 867), YuanShengTai Dairy Farm Limited (stock code: 1431), Jinchuan Group International Resources Co., Ltd (stock code: 2362) and GreaterChina Professional Services Limited (stock code: 8193), respectively, all companies of which shares are listed on the Stock Exchange. He was also an independent non-executive director of JF Household Furnishings Limited (stock code: 776), a company of which shares are listed on the Stock Exchange. Mr. Edward Wu graduated from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in accountancy. He is an associate of the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Edward Wu has been appointed as the independent non-executive director and the member of the audit committee and remuneration committee of Huabao International Holdings Limited (stock code: 336) with effect from 8 August 2013. He has also been appointed as the independent non-executive director and the chairman of the audit committee and the member of the remuneration committee and nomination committee of YuanShengTai Dairy Farm Limited (stock code: 1431) with effect from 7 November 2013.

Mr. Heung Chee Hang, Eric ("Mr. Eric Heung"), aged 46, was appointed as an independent non-executive Director in November 2011. Mr. Eric Heung is a practising solicitor in Hong Kong. Mr. Eric Heung is currently a partner of Tung, Ng, Tse & Heung, Solicitors and is an independent non-executive director of Gold Tat Group International Limited (stock code: 8266), a company of which shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Eric Heung graduated with a degree in laws from the University of Leicester, England and was admitted as a solicitor of the Supreme Court of Hong Kong.

Ms. Kwok Pui Ha (also known as Ms. Tracy Kwok), aged 45, was appointed as an independent non-executive Director in November 2011. Ms. Tracy Kwok is the group financial controller of CIAM Group Limited (stock code: 378), a company of which shares are listed on the Stock Exchange, and of CITIC International Assets Management Limited, a substantial shareholder of CIAM Group Limited. Ms. Tracy Kwok had worked with Deloitte Touche Tohmatsu and has experience in financial management and accounting with companies the shares of which are listed on the Stock Exchange. Ms. Tracy Kwok graduated with a bachelor degree in accountancy from City Polytechnic of Hong Kong (now known as City University of Hong Kong) and is a fellow member of the HKICPA, an Associate of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Securities Institute.

## Company Secretary

Mr. Ng Kwok Kit (also known as Mr. Eric Ng), aged 29, is the financial controller and company secretary of the Group (the "Company Secretary"). He joined the Group in 2012 and is responsible for the financial and accounting and company secretarial matters of the Group. Mr. Eric Ng graduated with a bachelor degree in finance from the Hong Kong Baptist University. Mr. Eric Ng is a member of the HKICPA. He had worked with Deloitte Touche Tohmatsu and has over 7 years' experience in auditing and accounting.

# REPORT OF THE DIRECTORS

Directors of the Company are pleased to present their report together with the audited financial statements of the Group for the year ended 31 March 2014.

## Principal Activities

The Group is principally engaged in the design, manufacture and wholesale of fine jewelry products in the PRC. The principal activities of the Company's subsidiaries are set out in note 25 to the financial statements.

## Results and Dividends

The results of the Group for the year ended 31 March 2014 and the state of affairs of the Group as at that date are set out in the financial statements on pages 27 to 62 of this Annual Report.

The Board did not recommend the payment of a final dividend for the year ended 31 March 2014 (2013: Nil).

## Closure of Register of Members

The register of members will be closed from Wednesday, 20 August 2014 to Friday, 22 August 2014 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the forthcoming annual general meeting to be held on 22 August 2014 (the "Annual General Meeting"), all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 19 August 2014.

## Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 63 of this Annual Report.

## Reserves

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

## Subsidiaries

Particulars of the Group's principal subsidiaries are set out in note 25 to the financial statements.

## Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 13 to the financial statements.

## Borrowings

The Group had no bank borrowings and no banking facilities as at 31 March 2014.

## Share Capital

Details of movements in the Company's share capital during the year are set out in note 19 to the financial statements.

## Directors

The Directors during the year and up to the date of this Annual Report are:

*Executive Directors:*

Mr. Wu Hao (*Chairman*)

Mr. Hu Yangjun

Mr. Hu Yishi

Mr. Chan Wing Yuen, Hubert (*Chief Executive*)

Ms. Kwong Wai Man, Karina (appointed on 1 September 2013)

*Non-executive Director:*

Mr. Li Wei Qi, Jacky

*Independent non-executive Directors:*

Mr. Wu Chi Keung

Mr. Heung Chee Hang, Eric

Ms. Kwok Pui Ha

In accordance with Article 86(3) of the articles of association of the Company, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his/her appointment and be eligible for re-election. Ms. Kwong Wai Man, Karina, having been appointed as Director on 1 September 2013, shall retire from office at the Annual General Meeting and, being eligible, offer herself for re-election at the Annual General Meeting.

In accordance with Article 87 of the articles of association of the Company, Mr. Hu Yangjun, Mr. Hu Yishi and Mr. Wu Chi Keung shall retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

The biographical details of the Directors are set out under the section "Directors and Company Secretary" of this Annual Report.

## Confirmation of Independence of Independent Non-Executive Directors

The Company has received an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") from each of the independent non-executive Directors and the Company considers such Directors to be independent.

## Directors' Service Contracts

None of the Directors proposed for re-election at the Annual General Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## Directors' Emoluments

Details of the remuneration of the Directors for the year ended 31 March 2014 are set out in note 10 to the financial statements.

## Share Option Scheme

The Group has approved and adopted a share option scheme on 26 February 2007 for the Directors, its employees and other eligible participants with a view to provide an incentive to or as a reward for their contribution to the Group.

Details of the share option scheme and the calculation of the fair value of the Share Options are set out in note 20 to the financial statements.

Details of the movements of share options granted, exercised or cancelled/lapsed during the year under review and outstanding as at 31 March 2014 are as follows:

	Number of share options				Outstanding as at 31 March 2014	Exercise period (both dates inclusive)	Exercise price HK\$	Closing price immediately before the date of grant HK\$
	At 1 April 2013	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year				
Directors:								
Mr. Wu Hao	2,736,000	—	—	—	2,736,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Hu Yangjun	2,736,000	—	—	—	2,736,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Hu Yishi	2,736,000	—	—	—	2,736,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Chan Wing Yuen, Hubert	2,736,000	—	—	—	2,736,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Li Wei Qi, Jacky	2,736,000	—	—	—	2,736,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Wu Chi Keung	270,000	—	—	—	270,000	27 June 2012 to 30 December 2016	1.53	1.53
Mr. Heung Chee Hang, Eric	270,000	—	—	—	270,000	27 June 2012 to 30 December 2016	1.53	1.53
Ms. Kwok Pui Ha	270,000	—	—	—	270,000	27 June 2012 to 30 December 2016	1.53	1.53
<b>Total Directors</b>	<b>14,490,000</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>14,490,000</b>			
Employees	4,200,000	—	—	(50,000)	4,150,000	27 June 2012 to 30 December 2016	1.53	1.53
<b>Total Employees</b>	<b>4,200,000</b>	<b>—</b>	<b>—</b>	<b>(50,000)</b>	<b>4,150,000</b>			
Other Grantees	5,400,000	—	—	—	5,400,000	27 June 2012 to 30 December 2016	1.53	1.53
<b>Total Other Grantees</b>	<b>5,400,000</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>5,400,000</b>			
<b>Total All Categories</b>	<b>24,090,000</b>	<b>—</b>	<b>—</b>	<b>(50,000)</b>	<b>24,040,000</b>			

## Directors' Interests in Contracts of Significance

Save as disclosed in the section headed connected transactions below, no contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## Directors' Interests and Short Positions in Shares

As at 31 March 2014, the interests and short positions of the Directors and their associates in the shares and underlying shares of the Company (the "Shares") as recorded in the register to be kept under Section 352 of the SFO were as follows:

### Long Positions

Ordinary Shares of HK\$0.01 each

Name of Director	Capacity	Number of issued ordinary Shares held (Including underlying shares) (Note 1)	Percentage of the issued ordinary share capital of the Company
Mr. Wu Hao	(Note 2)	2,736,000	1.00%
Mr. Hu Yangjun	(Note 3)	207,454,000	75.82%
Mr. Hu Yishi	(Note 4)	207,454,000	75.82%
Mr. Chan Wing Yuen, Hubert	(Note 2)	2,736,000	1.00%
Mr. Li Wei Qi, Jacky	(Note 2)	2,736,000	1.00%
Mr. Wu Chi Keung	(Note 5)	270,000	0.10%
Mr. Heung Chee Hang, Eric	(Note 5)	270,000	0.10%
Ms. Kwok Pui Ha	(Note 5)	270,000	0.10%

Notes:

- (1) The share options granted by the Company to Directors which are outstanding as shown under the section "Share Option Scheme" of this Annual Report have been included in the long positions of respective Directors.
- (2) Each of Mr. Wu Hao, Mr. Chan Wing Yuen, Hubert and Mr. Li Wei Qi, Jacky had a direct interest of 2,736,000 Shares which are outstanding share options granted by the Company to subscribe for 2,736,000 Shares at exercise price of HK\$1.53 per Share.
- (3) Mr. Hu Yangjun had a direct interest of 2,736,000 Shares which are outstanding share options granted by the Company to subscribe for 2,736,000 Shares at exercise price of HK\$1.53 per Share and a deemed interest of 204,718,000 Shares held by Resources Rich Capital Limited ("Resources Rich"), a company 50% owned by Mr. Hu Yangjun, within the meaning of Part XV of the SFO.
- (4) Mr. Hu Yishi had a direct interest of 2,736,000 Shares which are outstanding share options granted by the Company to subscribe for 2,736,000 Shares at exercise price of HK\$1.53 per Share and a deemed interest of 204,718,000 Shares held by Resources Rich, a company 50% owned by Mr. Hu Yishi, within the meaning of Part XV of the SFO.
- (5) Each of Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha had a direct interest of 270,000 Shares which are outstanding share options granted by the Company to subscribe for 270,000 Shares at exercise price of HK\$1.53 per Share.

Save as disclosed above, as at 31 March 2014, no interest and short position in the Shares or underlying Shares were held or deemed or taken to be held under Part XV of the SFO by any Director or chief executive of the Company or any of their respective associates which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein.

Save as disclosed above, at no time during the year was the Company or its holding companies, or any of its subsidiaries or its fellow subsidiaries, a party to any arrangements to enable the Directors or their spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## Connected Transactions

No connected transaction has been conducted during the year.

## Substantial Shareholders' Interests and Short Positions in Shares

As at 31 March 2014, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of Directors and their associates, the following shareholders have notified the Company of relevant interests in the issued share capital of the Company:

### Long Positions

*Ordinary Shares of HK\$0.01 each*

Name of Shareholder	Capacity	Number of issued ordinary Shares held	Percentage of the issued ordinary share capital of the Company
Resources Rich	<i>(Note 1)</i>	204,718,000	74.82%
Ms. Zhang Qi	<i>(Note 2)</i>	207,454,000	75.82%
Ms. Lin Min	<i>(Note 3)</i>	207,454,000	75.82%

*Notes:*

- (1) 50% of the entire issued share capital of Resources Rich is owned by Mr. Hu Yangjun while the other 50% is owned by Mr. Hu Yishi. Mr. Hu Yangjun and Mr. Hu Yishi are deemed to be interested in all the Shares in which Resources Rich is interested by virtue of the SFO.
- (2) Ms. Zhang Qi is the spouse of Mr. Hu Yangjun. Accordingly, she is deemed to be interested in the 207,454,000 Shares which Mr. Hu Yangjun is interested in pursuant to the SFO.
- (3) Ms. Lin Min is the spouse of Mr. Hu Yishi. Accordingly, she is deemed to be interested in the 207,454,000 Shares which Mr. Hu Yishi is interested in pursuant to the SFO.

Save as disclosed above, as at 31 March 2014, no other parties, other than the Directors whose interests are set out in the section "Directors' Interests and Short Positions in Shares" above, had registered an interest or short position in the Shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## Change of Address of Hong Kong Branch Share Registrar and Transfer Office

With effect from 31 March 2014, the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited has changed its address from 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

## Discloseable Transaction — Disposal of Property

Guangzhou Sinoble Jewelry Limited\* (廣州億恒珠寶有限公司), an indirect wholly-owned subsidiary of the Company established in the PRC, entered into an agreement with Guangzhou Jin Ye Jewelry Limited\* (廣州晉業珠寶有限公司) on 21 August 2013 to dispose of a dormitory unit situated at Block 46, 999 Fulong Road, Shawan Town, Panyu District, Guangzhou City, the PRC (廣州市番禺區沙灣鎮福龍路999號46座) (the "Property") at a consideration of RMB9,600,000, equivalent to approximately HK\$12,000,000. The Property comprises a gross floor area of 5,227.5 square meters. The transaction has been completed during the year. Further details of the Disposal are set out in note 13 to the financial statements.

## Change of Head Office and Principal Place of Business in Hong Kong

The Company's head office and principal place of business in Hong Kong has been changed to 23/F., Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong with effect from 24 July 2013.

## Major Customers and Suppliers

Analysis of the percentages of purchases and sales for the year ended 31 March 2014 attributable to the Group's major suppliers and customers are as follows:

### Purchases

— the largest supplier	58%
— five largest suppliers combined	79%

### Sales

— the largest customer	18%
— five largest customers combined	60%

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

\* translation for identification purpose only

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed shares during the year ended 31 March 2014.

## Employee Retirement Benefit

Particulars of the retirement scheme of the Group are set out in note 23 to the financial statements.

## Corporate Governance

A report on the principal corporate governance practice adopted by the Company is set out in pages 16 to 24 of this Annual Report.

## Pre-Emptive Rights

There are no pre-emptive or similar rights under the Cayman Island law or the memorandum and articles of association of the Company which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

## Sufficiency of Public Float

As at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

## Directors' Interest in Competing Business

As at 31 March 2014, none of the Directors and their respective associates (as defined in the Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

## Auditor

The financial statements have been audited by Deloitte Touche Tohmatsu who retire and, being eligible, offer themselves for re-appointment. A resolution will be proposed to the Annual General Meeting to re-appoint Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Wu Hao**

*Chairman and Executive Director*

Hong Kong, 20 June 2014

# CORPORATE GOVERNANCE REPORT

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency and are adopted in the best interest of the Company and its shareholders.

## Compliance with the Corporate Governance Code

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Listing Rules. The Company has applied the principles and complied with all the applicable code provisions set out in the Code throughout the year ended 31 March 2014.

## Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. In response to a specific enquiry by the Company, all Directors confirmed that they have complied with the Model Code throughout the year ended 31 March 2014. The details of the interests and short positions of the Directors and their associates in the Shares are set out in the "Report of the Directors".

## Board of Directors

The Board sets directions and formulates overall strategies of the Group, monitors its overall performance and maintains effective supervision over the management running the Group through relevant committees of the Board. In particular, the Board oversees the implementation of strategies by management, reviews the operational and financial performance, and provides oversight to ensure that a sound system of internal control and risk management is in place.

## Board Composition

As at the date of this report, the Board comprises nine Directors, including five executive Directors, namely, Mr. Wu Hao (*Chairman*), Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert and Ms. Kwong Wai Man, Karina; a non-executive Director, namely Mr. Li Wei Qi, Jacky; and three independent non-executive Directors, namely, Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha. Biographical details of the Directors are set out under the section headed "Directors and Company Secretary" on pages 6 to 8 of this Annual Report.

The composition of the Board is in accordance with the requirement of rule 3.10 of the Listing Rules. There are three independent non-executive Directors and two of them have accounting professional qualification. One-third of the members of the Board are independent non-executive Directors.

All the independent non-executive Directors have confirmed in writing to the Company that they have met all the guidelines for assessing their independence as set out in rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors to be independent.

## Terms of Service Contract of Directors

Mr. Chan Wing Yuen, Hubert, chief executive and an executive Director, has entered into a service contract with the Company with a fixed term of one year, which will be renewed automatically if no objection is raised by both parties. The non-executive Director and independent non-executive Directors are appointed for a fixed term of one year and will be renewed automatically if no objection is raised by both parties, with annual remuneration fixed at HK\$200,000, which is determined with reference to market conditions and the contributions to be made to the Group.

## Relationships between Directors

Mr. Wu Hao, the Chairman and an executive Director, is a cousin of Mr. Hu Yangjun and also a cousin of Mr. Hu Yishi, both being executive Directors. Mr. Hu Yangjun is the cousin of Mr. Hu Yishi. To the best knowledge of the Company, save as disclosed herein, during the year, none of the other present Directors has or maintained any financial, business, family or other material, relevant relationship with any of the other Directors.

## Directors' Training

All Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Ms. Kwong Wai Man, Karina, Mr. Li Wei Qi, Jacky, Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha have participated in continuous professional development to develop and refresh their knowledge and skills through suitable trainings. These trainings included but are not limited to online debriefs regarding taxation, compliance, and global economic development. The participation in such trainings is to ensure that their contribution to the Board remains informed and relevant.

## Board Meetings

During the year, four full board meetings were held and the attendance of each Director is set out as follows:

Name	Number of meeting(s) held while being a Director	Number of meeting(s) attended
<b>Executive Directors</b>		
Mr. Wu Hao	4	4
Mr. Hu Yangjun	4	4
Mr. Hu Yishi	4	4
Mr. Chan Wing Yuen, Hubert	4	4
Ms. Kwong Wai Man, Karina	1	1
<b>Non-executive Director</b>		
Mr. Li Wei Qi, Jacky	4	4
<b>Independent non-executive Directors</b>		
Mr. Wu Chi Keung	4	4
Mr. Heung Chee Hang, Eric	4	4
Ms. Kwok Pui Ha	4	4

## The Roles of the Chairman and Chief Executive

According to code provision A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The chairman of the Board (the "Chairman") is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner while the chief executive is responsible for running the Group's business and the implementation of the approved strategies of the Group. At present, Mr. Wu Hao serves as the Chairman, while Mr. Chan Wing Yuen, Hubert serves as the chief executive of the Group.

## Delegation by the Board

The Board has set up three Board committees, namely the Audit Committee, Remuneration Committee and Nomination Committee for overseeing particular aspects of the Company's affairs.

## Audit Committee

The Audit Committee has been established with written terms of reference setting out duties, responsibilities and authorities delegated to them by the Board. The written terms of reference of the Audit Committee conforms to the requirements laid down in the Code. The Audit Committee comprises three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha. Mr. Wu Chi Keung is the chairman of the Audit Committee who is an associate of the HKICPA and experienced in the financial auditing field. Mr. Wu Chi Keung was a partner of Deloitte Touche Tohmatsu.

The primary functions of the Audit Committee include reviewing the effectiveness of the Group's financial reporting processes and internal control system, reviewing the scope and nature of the audit carried out by the Company's auditor. The Audit Committee meets at least twice a year to discuss any issues from the audit and any other matters the external auditor may wish to raise.

During the year, three meetings were held and the attendance of each member is set out as follows:

Name	Number of meeting(s) held while being a Director	Number of meeting(s) attended
Mr. Wu Chi Keung	3	3
Mr. Heung Chee Hang, Eric	3	3
Ms. Kwok Pui Ha	3	3

The following is a summary of work performed by the Audit Committee during the year:

1. Reviewed with the management and external auditor of the Company the accounting principles and practices adopted by the Group, the audited financial statements for the year ended 31 March 2013, the effectiveness of the system of internal control of the Company and recommended them to the Board for review and approval;
2. Reviewed with the management of the Company the accounting principles and practices adopted by the Group, discussed the unaudited interim financial statements for the six months ended 30 September 2013 and recommended them to the Board for review and approval;
3. Reviewed with the management of the Company the accounting principles and practices adopted by the Group for the year ended 31 March 2014; and
4. Recommended to the Board the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company.

## Remuneration Committee

The Remuneration Committee has been established with written terms of reference setting out duties, responsibilities and authorities delegated to them by the Board. The written terms of reference of the Remuneration Committee conforms to the requirements laid down in the Code. The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Wu Chi Keung, as chairman, and Mr. Heung Chee Hang, Eric; and one executive Director, namely Mr. Chan Wing Yuen, Hubert. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration structure for all Directors and senior management of the Group. The annual emoluments payable to Directors were recommended by the Remuneration Committee, with a view to recruit and retain high-calibre personnel that are valuable to the Group, by making reference to the experience, responsibilities and duties as well as the prevailing market conditions. Details of Directors' remuneration for the year ended 31 March 2014 are set out in note 10 to the financial statements.

During the year, three meetings were held and the attendance of each member is set out as follows:

Name	Number of meeting(s) held while being a Director	Number of meeting(s) attended
Mr. Wu Chi Keung	3	3
Mr. Heung Chee Hang, Eric	3	3
Mr. Chan Wing Yuen, Hubert	3	3

The following is a summary of work performed by the Remuneration Committee during the year:

1. Reviewed the policy for the remuneration of executive Directors;
2. Assessed performance of executive Directors;
3. Reviewed the terms of executive Director's service contract;
4. Made recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

## Nomination Committee

The Nomination Committee has been established with written terms of reference setting out duties, responsibilities and authorities delegated to them by the Board. The Nomination Committee comprises two independent non-executive Directors, namely Mr. Wu Chi Keung, as chairman and Ms. Kwok Pui Ha; and one executive director, namely Mr. Chan Wing Yuen, Hubert.

The primary functions of the Nomination Committee include making recommendations to the Board on appointment of Directors and reviewing the structure, size and composition of the Board on a regular basis.

During the year, three meetings were held and the attendance of each member is set out as follows:

<b>Name</b>	<b>Number of meeting(s) held while being a Director</b>	<b>Number of meeting(s) attended</b>
Mr. Wu Chi Keung	3	3
Ms. Kwok Pui Ha	3	3
Mr. Chan Wing Yuen, Hubert	3	3

The following is a summary of work performed by the Nomination Committee during the year:

1. Reviewed the policy for the nomination of Directors;
2. Adopted the nomination procedures and the process and criteria to select and recommend candidates for directorship;
3. Reviewed the structure, size and composition of the Board;
4. Recommended to the Board the appointment of Ms. Kwong Wai Man, Karina as executive Director; and the re-appointment of Mr. Wu Hao and Mr. Chan Wing Yuen, Hubert as executive Directors; and Mr. Li Wei Qi, Jacky as non-executive Director;
5. Established the board diversity policy to achieve diversity on the Board.

## Nomination Criteria and Procedures

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and to support the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against selection criteria.

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

The Nomination Committee will monitor the implementation of this policy and will from time to time review this policy, as appropriate, to ensure the effectiveness of this policy. The Nomination Committee will also discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval. The Nomination Committee considers the current Board's composition satisfies the diversification requirements. This policy is published on the Company's website for public information.

## Internal Control System

The Board has the overall responsibility for maintaining a sound and effective internal control system of the Group. The Group's internal control system includes a well-defined management structure with limits of authority which is designed for the achievement of business objectives, safeguard assets against unauthorized use or disposition, ensure proper maintenance of books and records for the provision of reliable financial information for internal use or publication, and to ensure compliance with relevant legislations and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

The Board periodically conducts review of the effectiveness of the system of internal controls, covering all material controls including financial, operational and compliance controls and risk management functions.

Resources, qualifications and experience of the Group's accounting staff and financial reporting function, and their training programmes and budget are considered by the Board from time to time.

## Inside Information and Disclosure

The Company is committed to promoting consistent disclosure practices aiming at timely, accurate, complete, and broadly disseminated disclosure of inside information about the Group to the market. The Board is responsible for coordinating all communications with investors, analysts and other members of the investment community and that any such communications does not contain inside information. Generally, no employee or director may disclose, discuss or share inside information about the Company that has not been released to the public with outside parties. However, the Company must, as soon as reasonably practicable after any inside information has come to its knowledge, disclose the information to the public unless the information falls within any of the "safe harbours" provisions under the SFO and satisfy the conditions.

## Connected Transactions

No connected transaction or continuing connected transaction has been conducted during the year.

## Communications with Shareholders

The Company has adopted the shareholder communication policy and the procedures for shareholders to propose a person for election as director to ensure that our shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company in order to enable them to exercise their rights in an informed manner and to allow them to engage actively with the Company.

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the articles of association of the Company, shareholders who wish to put forward a proposal should convene an extraordinary general meeting by the procedures set out in the preceding paragraph.

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office address at 23/F., Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

During the year under review, the Company has not made any changes to its articles of association. An up to date version of the Company's articles of association is also available on the websites of the Company and the Stock Exchange.

## Directors' and Auditor's Acknowledgement

Directors acknowledge their responsibilities for the preparation of financial statements for the year under review, which give a true and fair view of the state of affairs of the Group at the end of the year under review and of the results and cash flows for that year. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relatively to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement issued by the auditor of the Company regarding its reporting responsibilities was set out in detail in the Independent Auditor's Report on pages 25 to 26 of this Annual Report.

## Management Function

The Company's articles of association set out matters which are specifically reserved to the Board for its decision. The management team meets together regularly to review and discuss with executive Directors on day-to-day operational issues, financial and operating performance as well as to monitor and ensure the management is carrying out the directions and strategies set by the Board properly.

## Auditor's Remuneration

Analysis of remuneration in respect of audit and non-audit service provided by the external auditor, Deloitte Touche Tohmatsu, for the year ended 31 March 2014 is as follows:

<b>Nature of services</b>	<b>Amount</b> HK\$'000
Audit services	450
Non-audit services — Interim Review	123
Non-audit services — Tax Compliance Services	15

## Company Secretary

Mr. Eric Ng has been appointed as the Company Secretary since 1 September 2012. Mr. Eric Ng reports to the chief executive directly and is responsible to the Board for ensuring that the Board procedures, applicable law, rules and regulations are followed and the Board activities are efficiently and effectively conducted. He is also responsible for ensuring that the Board is fully appraised of the relevant corporate governance developments relating to the Group and facilitating the induction and professional development of Directors.

According to the Rule 3.29 of the Listing Rules, Mr. Eric Ng has taken no less than 15 hours of relevant professional training for the financial year ended 31 March 2014.



**TO THE SHAREHOLDERS OF  
ZHONG FA ZHAN HOLDINGS LIMITED**

中發展控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Zhong Fa Zhan Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 27 to 62, which comprise the consolidated statement of financial position as at 31 March 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Directors' Responsibility for the Consolidated Financial Statements

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

## Auditor's Responsibility

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

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

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

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2014 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

Certified Public Accountants

Hong Kong

20 June 2014

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year ended 31 March 2014

	NOTES	2014 HK\$'000	2013 HK\$'000
Revenue	6	67,591	75,770
Cost of sales		(60,206)	(68,889)
Gross profit		7,385	6,881
Other income		602	216
Other gains and losses	7	195	946
Distribution costs		(7,162)	(8,391)
Administrative expenses		(21,197)	(30,757)
Finance costs		(13)	(18)
Loss before taxation		(20,190)	(31,123)
Taxation credit	8	198	—
Loss for the year attributable to owners of the Company	9	(19,992)	(31,123)
<b>Other comprehensive income (expense) for the year</b>			
Items that will not be reclassified subsequently to profit or loss			
Exchange difference arising on translation to presentation currency		637	(181)
Loss on revaluation of leasehold land and buildings		—	(327)
Total other comprehensive income (expense)		637	(508)
Total comprehensive expense for the year		(19,355)	(31,631)
Loss per share	11	(7.31)	(11.37)
Basic and diluted (HK cents)			

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2014

	NOTES	2014 HK\$'000	2013 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	13	3,278	12,583
Rental deposits		501	499
		<b>3,779</b>	13,082
<b>Current assets</b>			
Inventories	14	14,578	19,039
Trade receivables	15	12,235	10,076
Other receivables, deposits and prepayments	15	1,402	2,817
Bank balances and cash	16	13,372	7,552
		<b>41,587</b>	39,484
<b>Current liabilities</b>			
Trade payables	17	8,840	13,409
Other payables and accruals	17	3,631	2,314
Loan from a controlling shareholder	18	15,605	—
		<b>28,076</b>	15,723
<b>Net current assets</b>		<b>13,511</b>	23,761
<b>Total assets less current liabilities</b>		<b>17,290</b>	36,843
<b>Capital and reserves</b>			
Share capital	19	2,736	2,736
Reserves		14,554	33,909
		<b>17,290</b>	36,645
<b>Non-current liabilities</b>			
Deferred tax liabilities	21	—	198
		<b>17,290</b>	36,843

The consolidated financial statements on pages 27 to 62 were approved and authorised for issue by the Board of Directors on 20 June 2014 and are signed on its behalf by:

\_\_\_\_\_  
DIRECTOR

\_\_\_\_\_  
DIRECTOR

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2014

	Attributable to owners of the Company						Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Revaluation reserve HK\$'000	Retained profit (accumulated losses) HK\$'000	
At 1 April 2012	2,736	32,243	—	7,591	878	8,447	51,895
Loss for the year	—	—	—	—	—	(31,123)	(31,123)
Exchange differences arising on translation	—	—	—	(181)	—	—	(181)
Loss on revaluation of leasehold land and buildings	—	—	—	—	(436)	—	(436)
Deferred tax arising from change in valuation of properties	—	—	—	—	109	—	109
Total comprehensive expense for the year	—	—	—	(181)	(327)	(31,123)	(31,631)
Equity settled share-based payment	—	—	16,381	—	—	—	16,381
At 31 March 2013	2,736	32,243	16,381	7,410	551	(22,676)	36,645
Loss for the year	—	—	—	—	—	(19,992)	(19,992)
Exchange differences arising on translation	—	—	—	637	—	—	637
Total comprehensive (income) expense for the year	—	—	—	637	—	(19,992)	(19,355)
Transfer between reserves upon disposal of the property	—	—	—	—	(551)	551	—
Transfer upon forfeiture of share options	—	—	(34)	—	—	34	—
At 31 March 2014	2,736	32,243	16,347	8,047	—	(42,083)	17,290

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2014

	2014 HK\$'000	2013 HK\$'000
<b>OPERATING ACTIVITIES</b>		
Loss for the year	(19,992)	(31,123)
Adjustments for:		
Income tax credit	(198)	—
Interest income	(25)	(37)
Depreciation of property, plant and equipment	1,135	756
(Gain) loss on disposal of property, plant and equipment	(419)	20
Equity-settled share-based payment	—	16,381
Written off of other payables and accruals	—	(688)
Operating cash flows before movements in working capital	(19,499)	(14,691)
Decrease in inventories	4,461	6,998
(Increase) decrease in trade receivables	(2,159)	3,689
Decrease in other receivables, deposits and prepayment	1,413	3,497
Decrease in trade payables	(4,569)	(673)
Increase (decrease) in other payables and accruals	1,317	(1,380)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(19,036)</b>	<b>(2,560)</b>
<b>INVESTING ACTIVITIES</b>		
Interest received	25	37
Purchase of property, plant and equipment	(3,168)	(100)
Proceeds on disposal of property, plant and equipment	12,001	—
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>8,858</b>	<b>(63)</b>
<b>CASH FROM FINANCING ACTIVITY</b>		
Loan from a controlling shareholder	15,605	—
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>5,427</b>	<b>(2,623)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>7,552</b>	<b>10,538</b>
Effect of foreign exchange rate changes	393	(363)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>13,372</b>	<b>7,552</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		
Bank balances and cash	13,372	7,552

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2014

## 1. General

The Company is a public limited company incorporated in the Cayman Islands as an exempted company and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its parent and ultimate holding company is Resources Rich Capital Limited ("RRCL"), a company incorporated in the British Virgin Islands. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company is 23rd Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company. Its subsidiaries are principally engaged in jewelry design, manufacture and wholesale business in the People's Republic of China ("PRC") (excluding Hong Kong).

The functional currency of the Company is Renminbi ("RMB"). For the convenience of the consolidated financial statements users, the consolidated financial statements have been presented in HK\$, as the Company's shares are listed in Hong Kong.

## 2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Amendments to HKFRSs	Annual improvements to HKFRSs 2009 — 2011 cycle
Amendments to HKFRS 7	Disclosures — Offsetting financial assets and financial liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
HKAS 19 (as revised in 2011)	Employee benefits
HKAS 27 (as revised in 2011)	Separate financial statements
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures
Amendments to HKAS 1	Presentation of items of other comprehensive income
HK(IFRIC) — INT 20	Stripping costs in the production phase of a surface mine

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

For the year ended 31 March 2014

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### Amendments to HKAS 1 Presentation of items of other comprehensive income

The Group has applied the amendments to HKAS 1 “Presentation of items of other comprehensive income”. Upon the adoption of the amendments to HKAS 1, the Group’s ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis — the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

### HKFRS 13 Fair value measurement

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions.

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2013 comparative period. Since the Group’s leasehold land and buildings had been disposed of during the year, the application of HKFRS 13 has not had any material impact on the disclosures and the amounts recognised in the consolidated financial statements.

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

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

Amendments to HKFRSs	Annual improvements to HKFRSs 2010 — 2012 cycle <sup>4</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 — 2013 cycle <sup>2</sup>
HKFRS 9	Financial instruments <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities <sup>1</sup>
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations <sup>5</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisations <sup>5</sup>
Amendments to HKAS 19	Defined benefit plans: Employee contributions <sup>2</sup>
Amendments to HKAS 32	Offsetting financial assets and financial liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets <sup>1</sup>
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting <sup>1</sup>
HK(IFRIC) — INT 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014.

<sup>3</sup> Available for application — the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2016.

The Directors anticipate that the application of these new and revised HKFRSs will have no material impact on the consolidated financial statements.

## 3. Significant Accounting Policies

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

The consolidated financial statements have been prepared on the historical cost basis except for leasehold land and buildings that were measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

For the year ended 31 March 2014

### 3. Significant Accounting Policies (Continued)

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

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

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

The principal accounting policies are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

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

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

### 3. Significant Accounting Policies (Continued)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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

#### Property, plant and equipment

Property, plant and equipment other than leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purpose are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

For the year ended 31 March 2014

### 3. Significant Accounting Policies (Continued)

#### Property, plant and equipment (Continued)

Any revaluation increase arising on the revaluation of leasehold land and buildings is recognised in other comprehensive income and accumulated in properties revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the properties revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

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

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

#### Leasing

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

##### **The Group as lessor**

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### **The Group as lessee**

Operating lease payments are recognised as an expense on a straight-line basis over the lease terms.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

### 3. Significant Accounting Policies (Continued)

#### Foreign currencies

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

Exchange differences arising on monetary items are recognised in profit or loss in the period in which they arise.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses item are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

#### Retirement benefit costs

Payments to defined contribution retirement benefit plans, including state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme, are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

For the year ended 31 March 2014

### 3. Significant Accounting Policies (Continued)

#### Taxation

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

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

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

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

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. Significant Accounting Policies (Continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Financial instruments

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

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

#### Financial assets

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of financial assets and is determined at the time of initial recognition.

#### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments.

#### *Loans and receivables*

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

For the year ended 31 March 2014

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### *Impairment of financial assets*

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

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer and counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

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

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

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

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

### 3. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

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

##### *Equity instruments*

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

##### *Effective interest method*

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

Interest expense is recognised on an effective interest basis.

##### *Other financial liabilities*

Other financial liabilities including trade payables, other payables and accruals and loan from a controlling shareholder are subsequently measured at amortised cost, using the effective interest method.

##### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

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

For the year ended 31 March 2014

### 3. Significant Accounting Policies (Continued)

#### Impairment losses on tangible assets

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

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

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

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

### 3. Significant Accounting Policies (Continued)

#### Share-based payment transactions

##### Equity-settled share-based payment transactions

###### *Share options granted to employees*

The fair value of services received determined by reference to the fair value of share options granted to employees at the grant date is expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

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

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

###### *Share options granted to consultants*

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

### 4. Capital Risk Management

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

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, share premium and reserves.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors consider the cost of capital and the risks associated with capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the issuance of new shares and raising of new borrowings.

For the year ended 31 March 2014

## 5. Financial Instruments

### Categories of financial instruments

	2014 HK\$'000	2013 HK\$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	25,862	17,716
Financial liabilities		
Amortised cost	26,358	15,507

### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances and cash, trade payables, other payables and accruals and loan from a controlling shareholder. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances. The Group has not used any interest rate swaps to mitigate its exposure associated with fluctuations relating to interest cash flows.

The Group currently does not have interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Company's directors considered the Group's exposure to currency risk relating to variable-rate bank balances is insignificant. Accordingly, no sensitivity analysis is presented.

## 5. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Currency risk

The Group's major monetary assets and liabilities are denominated in the functional currencies of the respective group entities, except for certain balances denominated in HK\$ of group entities with United States dollar ("US\$") and RMB as their functional currencies.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Functional currency as US\$ against HK\$	376	1,159	(127)	(144)
HK\$ against functional currency as RMB	6,720	714	(702)	(719)

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

For entity with a US\$ functional currency holding monetary assets denominated in HK\$, the directors considered that, as HK\$ is pegged to US\$, the Group is not subject to significant foreign currency risk from change in foreign exchange rate of HK\$ against US\$.

#### Sensitivity analysis

If HK\$ against RMB increases/decreases by 5%, with all other variables held constant, the Group's loss for the year would decrease/increase by approximately HK\$301,000 (2013: increase/decrease by HK\$1,000). 5% is the sensitivity rate used by the management in the assessment of the reasonably possibly change in the foreign exchange rate.

The directors considered that other than those mentioned above, the sensitivity of the Group's exposure against the changes in other foreign exchange rate is not significant as the foreign currency dominated monetary assets and liabilities of individual group entities were insignificant at the end of the reporting period.

For the year ended 31 March 2014

## 5. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 March 2014 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The management closely monitors the subsequent settlement of the debts and does not grant long credit period to customers. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

#### Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group obtained a letter of financial support from the controlling shareholder pursuant to which the controlling shareholder has agreed to provide adequate funds to enable the Group to meet in full its financial obligations as and when they fall due for a period of at least the next twelve months from the date of the reporting period. In this regards, the Directors considered the liquidity risk is mitigated.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted average interest rate % per annum	Less than 1 year and total undiscounted cash flows HK\$'000	Total carrying amounts HK\$'000
As at 31 March 2014			
Trade payables	—	8,840	8,840
Other payables and accruals	—	1,913	1,913
Loan from a controlling shareholder	—	15,605	15,605
		<b>26,358</b>	<b>26,358</b>

## 5. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

	Weighted average interest rate % per annum	Less than 1 year and total undiscounted cash flows HK\$'000	Total carrying amounts HK\$'000
As at 31 March 2013			
Trade payables	—	13,409	13,409
Other payables and accruals	—	2,098	2,098
		15,507	15,507

#### Fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

## 6. Revenue and Segment Information

### Revenue

Revenue represents the amounts received and receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

### Segment information

The Group operates and manages its business as a single segment that includes primarily the jewelry design, manufacture and wholesale business. The executive Directors, the Group's chief operating decision makers, only review the revenue derived from customers in different geographical locations when making decisions about allocating resources and assessing performance of the Group. As no other discrete financial information is available for the assessment of performance of the different locations, no other segment information is presented.

For the year ended 31 March 2014

## 6. Revenue And Segment Information (Continued)

### Geographical information

The Group's operations are currently carried out in the PRC (excluding Hong Kong), the country of domicile, and Hong Kong.

All the revenue was derived from external customers of jewelry design, manufacture and wholesale business located in the PRC (excluding Hong Kong) for both years.

Information about the Group's non-current assets is presented based on the geographical location of the assets.

	2014 HK\$'000	2013 HK\$'000
PRC	728	12,559
HK	2,550	24
	<b>3,278</b>	12,583

Note: Non-current assets excluded rental deposits.

### Information about major customers

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

	2014 HK\$'000	2013 HK\$'000
Customer A	12,462	N/A
Customer B	12,223	N/A
Customer C	6,934	N/A

No individual customer contributed over 10% of the total sales of the Group for the year ended 31 March 2013.

## 7. Other Gains and Losses

	2014 HK\$'000	2013 HK\$'000
Gain (loss) on disposal of property, plant and equipment	419	(20)
Net exchange (losses) gains	(224)	278
Written off of other payables and accruals	—	688
	<b>195</b>	946

## 8. Taxation Credit

The taxation credit during the year represented the release of deferred tax liability upon disposal of leasehold land and building.

No provision for Hong Kong Profits Tax had been made as the Group had no assessable profit for both years.

Hong Kong Profits Tax is calculated at 16.5% for the year.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25%. No provision for PRC EIT has been made for the Group's PRC subsidiary as the PRC subsidiary has no assessable profit for both years.

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

	2014 HK\$'000	2013 HK\$'000
Loss before taxation	<b>(20,190)</b>	(31,123)
Taxation at the Enterprise Income Tax rate of 25%	<b>(5,048)</b>	(7,781)
Tax effect of income not taxable for tax purpose	<b>—</b>	(7)
Tax effect of expenses not deductible for tax purpose	<b>3,016</b>	3,733
Effect of different tax rates of subsidiaries operating in other jurisdictions	<b>1,608</b>	2,256
Tax effect of tax losses not recognised	<b>424</b>	1,799
Release of deferred tax liability upon disposal of leasehold land and building	<b>198</b>	—
Taxation credit for the year	<b>198</b>	—

For the year ended 31 March 2014

## 9. Loss for the year

	2014 HK\$'000	2013 HK\$'000
Loss for the year has been arrived at after charging (crediting):		
Auditor's remuneration	541	620
Depreciation of property, plant and equipment	1,135	756
Operating lease payments in respect of rented properties and spaces	2,113	1,138
Staff costs (including directors' remuneration):		
Salaries and allowances and benefits	16,648	12,029
Retirement benefit scheme contributions	905	668
Share-based payment	—	12,709
	17,553	25,406
Cost of inventories recognised as an expense	60,206	68,889
Interest income	(25)	(37)
Gross rental income from leasing certain areas of leasehold land and buildings of which more than an insignificant portion is occupied and used by the Group	(114)	(428)
Less: Direct operating expenses incurred for leasehold land and buildings that generated rental income	78	289
	(36)	(139)

## 10. Directors' and Chief Executive's Emoluments and Employees' Emoluments

### Directors' and the chief executive's emoluments

For the year ended 31 March 2014

	Directors' fees HK\$'000	Salaries and other benefits HK\$'000	Bonus HK\$'000	Retirement benefit scheme contributions HK\$'000	Share-based payment HK\$'000	Total HK\$'000
<b>Executive directors</b>						
Mr. Wu Hao	200	—	—	—	—	200
Mr. Hu Yangjun	200	—	—	—	—	200
Mr. Hu Yishi	200	—	—	—	—	200
Mr. Chan Wing Yuen, Hubert	200	2,036	—	105	—	2,341
Ms. Kwong Wai Man, Karina (Note)	117	513	—	33	—	663
<b>Non-executive director</b>						
Mr. Li Wei Qi, Jacky	200	—	—	—	—	200
<b>Independent non-executive directors</b>						
Mr. Wu Chi Keung	200	—	—	—	—	200
Mr. Heung Chee Hang, Eric	200	—	—	—	—	200
Ms. Kwok Pui Ha	200	—	—	—	—	200
Total emoluments	1,717	2,549	—	138	—	4,404

For the year ended 31 March 2014

## 10. Directors' and Chief Executive's Emoluments and Employees' Emoluments (Continued)

### Directors' and the chief executive's emoluments (Continued)

For the year ended 31 March 2013

	Directors' fees	Salaries and other benefits	Bonus	Retirement benefit scheme contributions	Share-based payment	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Executive directors</b>						
Mr. Wu Hao	200	—	—	—	1,860	2,060
Mr. Hu Yangjun	200	—	—	—	1,860	2,060
Mr. Hu Yishi	200	—	—	—	1,860	2,060
Mr. Chan Wing Yuen, Hubert	200	1,950	—	135	1,860	4,145
<b>Non-executive director</b>						
Mr. Li Wei Qi, Jacky	200	—	—	—	1,860	2,060
<b>Independent non-executive directors</b>						
Mr. Wu Chi Keung	200	—	—	—	184	384
Mr. Heung Chee Hang, Eric	200	—	—	—	184	384
Ms. Kwok Pui Ha	200	—	—	—	184	384
Total emoluments	1,600	1,950	—	135	9,852	13,537

Note: Director appointed on 1 September 2013.

Mr. Chan Wing Yuen, Hubert is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

During the year, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any remuneration during the year.

For the year ended 31 March 2014

## 10. Directors' and Chief Executive's Emoluments and Employees' Emoluments (Continued)

### Employees' emoluments

Of the five highest paid individuals of the Group, one (2013: five) is director, details of the emoluments are set out in above. The emoluments of the remaining four highest paid individuals for 2014 were as follows:

	2014 HK\$'000	2013 HK\$'000
Salaries and other benefits	4,298	—
Retirement benefit scheme contributions	206	—
	<b>4,504</b>	—

Their emoluments were within the following bands:

	2014 No. of employee	2013 No. of employee
Nil to HK\$1,000,000	1	—
HK\$1,000,001 to HK\$1,500,000	3	—

During the year, no emoluments were paid by the Group to the above-mentioned individuals as an inducement to join the Group or as compensation for loss of office.

## 11. Loss Per Share

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

	2014 HK\$'000	2013 HK\$'000
Loss for the purposes of basic and diluted loss per share (loss for the year attributable to owners of the Company)	<b>(19,992)</b>	(31,123)

  

	2014	2013
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	<b>273,610,000</b>	273,610,000

The computation of diluted loss per share for both years does not assume the exercise of share options since it would result in a decrease in loss per share.

For the year ended 31 March 2014

## 12. Dividends

No dividend was paid or proposed during the year ended 31 March 2014, nor has any dividend been proposed since the end of the reporting period (2013: nil).

## 13. Property, Plant and Equipment

	<b>Leasehold land and buildings</b> HK\$'000	<b>Leasehold improvements</b> HK\$'000	<b>Furniture, fixtures and equipment</b> HK\$'000	<b>Motor vehicles</b> HK\$'000	<b>Total</b> HK\$'000
<b>COST OR VALUATION</b>					
At 1 April 2012	12,665	1,948	2,909	—	17,522
Additions	—	—	100	—	100
Deficit on valuation	(1,258)	—	—	—	(1,258)
Disposal	—	—	(37)	—	(37)
Exchange realignments	184	28	42	—	254
At 31 March 2013	11,591	1,976	3,014	—	16,581
Additions	—	1,658	683	827	3,168
Disposals	(11,815)	—	(17)	—	(11,832)
Exchange realignments	224	47	70	—	341
At 31 March 2014	—	3,681	3,750	827	8,258
<b>DEPRECIATION</b>					
At 1 April 2012	354	1,525	2,134	—	4,013
Provided for the year	457	99	200	—	756
Eliminated on revaluation	(822)	—	—	—	(822)
Disposals	—	—	(17)	—	(17)
Exchange realignments	11	24	33	—	68
At 31 March 2013	—	1,648	2,350	—	3,998
Provided for the year	235	514	241	145	1,135
Disposals	(236)	—	(14)	—	(250)
Exchange realignments	1	40	56	—	97
At 31 March 2014	—	2,202	2,633	145	4,980
<b>CARRYING VALUES</b>					
At 31 March 2014	—	1,479	1,117	682	3,278
At 31 March 2013	11,591	328	664	—	12,583

For the year ended 31 March 2014

### 13. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over shorter of 50 years or the terms of lease
Leasehold improvements	Over shorter of 5 years or the terms of lease
Furniture, fixtures and equipment	20%
Motor vehicles	30%

During the year ended 31 March 2014, Group disposed of leasehold land and buildings located in PRC under medium-term lease with carrying amount of approximately RMB9.1 million (equivalent to HK\$11.6 million) for net cash proceeds of RMB9.4 million (equivalent to HK\$12 million), resulting in a gain on disposal of RMB329,000 (equivalent to HK\$419,000).

The leasehold land and buildings of the Group were valued on 31 March 2013 by Avista Valuation Advisory Limited, Chartered Surveyors, on an open market value basis by reference to comparable market transactions for similar properties. Avista Valuation Advisory Limited is not connected with the Group.

If the land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation of HK\$10,706,000 as at 31 March 2013.

### 14. Inventories

	<b>2014</b>	2013
	<b>HK\$'000</b>	HK\$'000
Raw materials	<b>5,323</b>	9,197
Work in progress	<b>1,991</b>	1,300
Finished goods	<b>7,264</b>	8,542
	<b>14,578</b>	19,039

For the year ended 31 March 2014

## 15. Trade and Other Receivables, Deposits and Prepayments

	2014 HK\$'000	2013 HK\$'000
Trade receivables	12,235	10,076

The following is an aged analysis of trade receivables based on invoice date at the end of the reporting period, which approximated the respective revenue recognition dates:

	2014 HK\$'000	2013 HK\$'000
Within 1 month	3,627	4,103
Over 1 month but within 3 months	7,396	4,077
Over 3 months but within 6 months	683	1,828
Over 6 months but within 12 months	529	68
	12,235	10,076

As at 31 March 2014, the Group allowed a credit period ranging from 60 to 180 days to its customers. Included in the Group's trade receivables balance were debtors with aggregate carrying amount of approximately HK\$2,693,000 (2013: HK\$2,262,000), which were past due at the end of the reporting period for which the Group had not provided for impairment loss as there had not been a significant change on credit quality and the amounts are still considered recoverable. The Group did not hold any collateral over these balances.

### Ageing of trade receivables which are past due but not impaired

	2014 HK\$'000	2013 HK\$'000
Past due within 1 month	2,235	1,056
Past due over 1 month but within 3 months	251	1,160
Past due over 3 months but within 6 months	207	46
	2,693	2,262

### Other receivables

Other receivables are unsecured, interest-free and expected to be recoverable within one year.

For the year ended 31 March 2014

## 16. Bank Balances and Cash

The amounts included short-term deposits with an original maturity of three months or less. Bank deposits carried interest at prevailing market interest rates at 0.001% to 0.5% (2013: 0.001% to 0.5%) per annum.

## 17. Trade and Other Payables and Accruals

The following is an aged analysis of accounts payable presented based on the invoice date at the end of the reporting period.

	2014 HK\$'000	2013 HK\$'000
Within 1 month	5,165	1,974
Over 1 month but within 3 months	3,642	7,177
Over 3 months but within 6 months	29	4,192
Over 6 months but within 12 months	4	66
	<b>8,840</b>	13,409

The average credit period on purchase of goods is 180 days.

### Other payables and accruals

Other payables and accruals comprise principally the outstanding for ongoing costs and accrued expenses for the operation of the Group.

## 18. Loan from a Controlling Shareholder

The loan is unsecured, interest-free and repayable within 60 days upon the receipt of written notice of repayment.

## 19. Share Capital

	Number of ordinary shares of HK\$0.01 each		Nominal value	
	2014	2013	2014 HK\$'000	2013 HK\$'000
Authorised:				
At beginning and end of the year	10,000,000,000	10,000,000,000	100,000	100,000
Issued and fully paid:				
At beginning and end of the year	273,610,000	273,610,000	2,736	2,736

There was no movement in the Company's share capital in both years.

## 20. Share Options Scheme

On 26 February 2007, the Company has adopted a share option scheme (the "Share Option Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Eligible participants of the Share Option Scheme include, (i) any executive director, employee or proposed employee of the Group or any invested entity; (ii) any non-executive director (including independent non-executive directors) of the Company or invested entity; (iii) any discretionary trust whose discretionary objects may be any executive director, employee or proposed employee and any non-executive director of the Company or invested entity; and (iv) advisers and consultants who are members of the Company's advisory boards and other persons engaged as long term advisers or consultants to the Group.

The Share Option Scheme became effective on 26 February 2007 and, unless otherwise cancelled or amended, will remain in force for a period of ten years to 25 February 2017. HK\$10.00 is payable by each eligible participant to the Company on acceptance of the grant of an option.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the shares of the Company in issue from time to time. The total number of shares issued and to be issued upon exercise of the options granted to each eligible participant in any 12-month period must not exceed 1% of the aggregate number of shares of the Company in issue. Where any further grant of options to an eligible participant would result in the shares issued or to be issued upon exercise of all options granted and to be granted to such eligible participant in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares of the Company in issue, such further grant must be separately approved by the shareholders in general meeting with such an eligible participant and his associates abstaining from voting.

The exercise price of the share options is determined by the committee of the board of the directors of the Company, but must be at least be the highest of: (a) the closing price of the shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (b) the average of the closing prices of the shares as stated in the daily quotation sheets issued by the Stock Exchange over the five trading days immediately preceding the date of grant; (c) the nominal value of a share.

The following table discloses details of the options held by directors and employees and other eligible participants and movements in such holdings during the year ended 31 March 2013.

For the year ended 31 March 2014

## 20. Share Options Scheme (Continued)

Grantee	Date of grant	Exercise price HK\$	Exercise period	Number of options		
				Outstanding at 1 April 2012	Granted during the year	Outstanding at 31 March 2013
Directors	27.6.2012	1.53	27.6.2012 to 30.12.2016	—	14,490,000	14,490,000
Employees	27.6.2012	1.53	27.6.2012 to 30.12.2016	—	4,200,000	4,200,000
Other grantees*	27.6.2012	1.53	27.6.2012 to 30.12.2016	—	5,400,000	5,400,000
				—	24,090,000	24,090,000

The following table discloses details of the options held by directors, employees and other eligible participants and movements in such holdings during the year ended 31 March 2014.

Grantee	Date of grant	Exercise price HK\$	Exercise period	Number of options		
				Outstanding at 1 April 2013	Lapsed during the year	Outstanding at 31 March 2014
Directors	27.6.2012	1.53	27.6.2012 to 30.12.2016	14,490,000	—	14,490,000
Employees	27.6.2012	1.53	27.6.2012 to 30.12.2016	4,200,000	(50,000)	4,150,000
Other grantees*	27.6.2012	1.53	27.6.2012 to 30.12.2016	5,400,000	—	5,400,000
				24,090,000	(50,000)	24,040,000

\* Other grantees represent independent consultants who has provided administrative consultancy services to the Group after the completion of the reorganisation of the Group in 2011. These share options were granted by the Company without entering into formal service agreements with these consultants. In the opinion of the directors of the Company, these share options were granted to the consultants for rendering miscellaneous services to the Group, including but not limited to consultancy services in respect of identification of potential investment opportunities and lining-up business connections for the Group. The Group granted share options to them for recognizing their efforts. Since their services are such unique that the fair value cannot be reliably measured, the services received are measured by reference to the fair value of share options granted.

## 20. Share Options Scheme (Continued)

On 27 June 2012, the Company granted 24,090,000 share options to certain of its directors, employees and other eligible participants. The options granted were all vested at the date of grant and exercisable during the period from 27 June 2012 to 30 December 2016. The closing price of the Company's shares at date of grant on 27 June 2012 was HK\$1.53.

The fair values of the share options granted in 2012 were determined at the date of grant using the Binomial model was approximately HK\$16,381,000. The Group recognised the total expense of HK\$16,381,000 during the year ended 31 March 2013 (2014: Nil).

## 21. Deferred Taxation

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

	<b>Revaluation of properties</b> HK\$'000
At 1 April 2012	(303)
Credit to equity	109
Exchange realignments	(4)
At 31 March 2013	(198)
Credit to profit or loss	198
At 31 March 2014	—

At the end of the reporting period, the Group has unused tax losses of HK\$24,664,000 (2013: HK\$22,775,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$19,786,000 (2013: HK\$18,465,000) that will expire in 5 years from the year of origination which is ranging from 2015 to 2019 (2013: 2014 to 2018). Other losses may be carried forward indefinitely.

For the year ended 31 March 2014

## 22. Operating Lease Commitments

### The Group as lessor

The Group sub-leased its leasehold land and buildings under operating lease arrangements, with leases negotiated for a term of one year.

At the end of reporting period, the Group had contracted with tenants for the following total future minimum lease payments.

	<b>2014</b> <b>HK\$'000</b>	2013 HK\$'000
Within one year	—	71

### The Group as lessee

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

	<b>2014</b> <b>HK\$'000</b>	2013 HK\$'000
Within one year	<b>2,132</b>	1,961
In the second to fifth year inclusive	<b>1,798</b>	3,475
Over five years	<b>224</b>	319
	<b>4,154</b>	5,755

Leases are negotiated for terms ranging from two to ten years and rentals are fixed for the lease terms.

## 23. Retirement Benefits Scheme

Since 1 December 2000, the Group has operated pension schemes under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately in an independently managed fund. Contributions are made based on a percentage of the employee's salaries and are charged to the consolidated statement of profit or loss and other comprehensive income as incurred in accordance with the rules of the MPF scheme.

The employees of the Group's subsidiary in PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligations of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to the consolidated statement of profit or loss and other comprehensive income of HK\$905,000 (2013: HK\$668,000) represents contributions paid to the schemes by the Group at rates specified in the rules of the schemes.

## 24. Related Party Transactions

### Compensation of key management personnel

The remuneration of directors and other members of key management including directors of the Company during the year was as follows:

	<b>2014</b>	2013
	<b>HK\$'000</b>	HK\$'000
Directors' fee, salaries and other short-term employee benefits	<b>9,149</b>	4,135
Retirement benefit scheme contributions	<b>359</b>	150
Share-based payments	<b>—</b>	10,057
	<b>9,508</b>	14,342

The remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

For the year ended 31 March 2014

## 25. Particulars of Subsidiaries of the Company

Details of the subsidiaries of the Company as at 31 March 2014 and 2013 are as follows:

Name of subsidiary	Country/place of incorporation or registration	Principal place of operation	Nominal value of issued/registered capital		Proportion of nominal value of issued/registered capital held by the Group		Principal activities
			2014	2013	2014	2013	
First Corporate International Limited*	British Virgin Islands ("BVI")	Hong Kong	US\$1	US\$1	100%	100%	Investment holding
Nation Power Group Limited*	BVI	Hong Kong	US\$100	US\$100	100%	100%	Investment holding
Sinoble Jewelry Limited	Hong Kong	Hong Kong	HK\$1	HK\$1	100%	100%	Investment holding and acting as purchase agent
廣州億恒珠寶有限公司 (Note 1)	PRC	PRC	HK\$15,000,000 (Note 2)	HK\$30,000,000	100%	100%	Jewelry design, manufacture and wholesale business
Noble Jewelry Holdings Limited	Hong Kong	Hong Kong	HK\$1	—	100%	100%	Inactive
Guo Rong Holdings Limited	Hong Kong	Hong Kong	HK\$1	—	100%	100%	Not yet commence business

\* Directly held by the Company.

Notes:

- (1) Registered as a wholly-owned foreign enterprise.
- (2) There is a reduction of registered capital during the year.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

# FIVE YEARS FINANCIAL SUMMARY

## Results

	For the year ended 31 March				
	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000	2011 HK\$'000	2010 HK\$'000
Turnover	67,591	75,770	487,601	643,399	521,328
(Loss) profit before taxation	(20,190)	(31,123)	10,247	10,178	7,921
Taxation credit (charge)	198	—	(1,741)	(4,405)	(4,870)
(Loss) profit for the year	(19,992)	(31,123)	8,506	5,773	3,051
(Loss) profit attributable to owners of the Company	(19,992)	(31,123)	10,119	7,613	3,140

## Assets and Liabilities

	As at 31 March				
	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000	2011 HK\$'000	2010 HK\$'000
Non-current assets	3,779	13,082	13,509	170,964	118,927
Current assets	41,587	39,484	57,153	538,777	444,875
Current liabilities	(28,076)	(15,723)	(18,464)	(433,398)	(304,712)
Net current assets	13,511	23,761	38,689	105,379	140,163
Total assets less current liabilities	17,290	36,843	52,198	276,343	259,090
Non-current liabilities	—	(198)	(303)	(1,017)	—
Net assets	17,290	36,645	51,895	275,326	259,090

# INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2014 HK\$'000	2013 HK\$'000
Unlisted investments in subsidiaries	—	—
Amount due from subsidiaries	25,876	35,275
Other current assets	—	—
Bank balances	6,722	716
<b>Total assets</b>	<b>32,598</b>	35,991
Less: liabilities	<b>(16,307)</b>	(719)
<b>Net assets</b>	<b>16,291</b>	35,272
Capital and reserves		
Share capital (see note 19)	2,736	2,736
Reserves	13,555	32,536
<b>Total equity</b>	<b>16,291</b>	35,272

Note:

## Reserves of the Company

	Share premium HK\$'000	Contributed surplus HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2012	32,243	22,666	—	(7,866)	47,043
Equity settled share-based payment	—	—	16,381	—	16,381
Total comprehensive expense for the year	—	—	—	(30,888)	(30,888)
At 31 March 2013	32,243	22,666	16,381	(38,754)	32,536
Transfer upon forfeiture of option	—	—	(34)	34	—
Total comprehensive expense for the year	—	—	—	(18,981)	(18,981)
At 31 March 2014	32,243	22,666	16,347	(57,701)	13,555