

T S L | 謝瑞麟



2018/2019

INTERIM REPORT | 中期報告

STOCK CODE 股份代號 : 417

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Yau On Yee, Annie (*Chairman & Chief Executive Officer*)
Ng Yi Kum, Estella (*Deputy Chairman, Chief Strategy Officer & Chief Financial Officer*)

NON-EXECUTIVE DIRECTOR

Erwin Steve Huang (*Deputy Chairman*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chui Chi Yun, Robert
Chan Yue Kwong, Michael
Chow Chee Wai, Christopher

COMPANY SECRETARY

Ng Yi Kum, Estella

AUTHORISED REPRESENTATIVES

Yau On Yee, Annie
Ng Yi Kum, Estella

AUDIT COMMITTEE

Chui Chi Yun, Robert (*Chairman*)
Chan Yue Kwong, Michael
Chow Chee Wai, Christopher

REMUNERATION COMMITTEE

Chow Chee Wai, Christopher (*Chairman*)
Chui Chi Yun, Robert
Chan Yue Kwong, Michael
Yau On Yee, Annie
Ng Yi Kum, Estella

NOMINATION COMMITTEE

Chan Yue Kwong, Michael (*Chairman*)
Chow Chee Wai, Christopher
Yau On Yee, Annie

EXECUTIVE COMMITTEE

Yau On Yee, Annie (*Chairman*)
Ng Yi Kum, Estella

LEGAL ADVISERS

As to Hong Kong law:
Reed Smith Richards Butler
20/F., Alexandra House, 18 Chater Road, Central, Hong Kong

As to Bermuda law:
Conyers Dill & Pearman
Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong

執行董事

邱安儀 (*主席及行政總裁*)
伍綺琴 (*副主席及首席策略暨財務官*)

非執行董事

黃岳永 (*副主席*)

獨立非執行董事

崔志仁
陳裕光
周治偉

公司秘書

伍綺琴

授權代表

邱安儀
伍綺琴

審核委員會

崔志仁 (*主席*)
陳裕光
周治偉

薪酬委員會

周治偉 (*主席*)
崔志仁
陳裕光
邱安儀
伍綺琴

提名委員會

陳裕光 (*主席*)
周治偉
邱安儀

執行委員會

邱安儀 (*主席*)
伍綺琴

法律顧問

香港法律:
禮德齊伯禮律師行
香港中環遮打道18號歷山大廈20樓

百慕達法律:
Conyers Dill & Pearman
香港中環康樂廣場8號交易廣場第1期2901室

AUDITOR

Ernst & Young

Certified Public Accountants

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

PRINCIPAL BANKERS

O-Bank Co., Ltd.

Suites 3210-14, 32/F., Tower 6, The Gateway, Harbour City,
9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

Bangkok Bank Public Company Limited

28 Des Voeux Road Central, Hong Kong

China CITIC Bank International Limited

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

The Bank of East Asia, Limited (Taipei Branch)

10/F., Taipei Financial Center, No. 88, Dunhua North Road, Taipei, 10551, Taiwan

Hang Seng Bank Limited

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

DBS Bank (Hong Kong) Limited

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

Dah Sing Bank, Limited

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

PRINCIPAL SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited

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

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai,
Hong Kong

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

STOCK CODE

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WEBSITE

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核數師

安永會計師事務所

執業會計師

香港中環添美道1號中信大廈22樓

主要往來銀行

王道商業銀行股份有限公司

香港九龍尖沙咀廣東道9號海港城
港威大廈6座32樓3210至3214室

盤谷銀行

香港德輔道中28號

中信銀行(國際)有限公司

香港九龍柯士甸道西1號環球貿易廣場80樓

東亞銀行有限公司(台北分行)

台灣台北市10551敦化北路88號台北金融中心大樓10樓

恒生銀行有限公司

香港中環德輔道中83號20樓

星展銀行(香港)有限公司

香港中環皇后大道中99號中環中心16樓

大新銀行有限公司

香港告士打道108號光大中心35樓

股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited

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

香港股份過戶登記分處

香港中央證券登記有限公司

香港灣仔皇后大道東183號合和中心17樓1712至1716室

註冊辦事處

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

香港主要營業地點

香港九龍紅磡民裕街30號興業工商大廈地下B座

股份代號

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RESULTS

業績

The board of directors (the “Board” or each of the directors, the “Director” and collectively the “Directors”) of Tse Sui Luen Jewellery (International) Limited (the “Company”) announces the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2018 (the “Period”). The interim results for the Period have been reviewed by the Company’s audit committee (the “Audit Committee”).



謝瑞麟珠寶(國際)有限公司(「本公司」)董事會(「董事會」或各董事及全體統稱為「董事」)宣佈本公司及其附屬公司(「本集團」)截至2018年9月30日止六個月(「本期間」)之未經審核綜合中期業績。截至本期間之中期業績已由本公司之審核委員會(「審核委員會」)審閱。



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益賬

For the six months ended 30 September 2018
截至2018年9月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
		Notes 附註	
Turnover	營業額	5	1,910,035
Cost of sales	銷售成本		(1,166,864)
Gross profit	毛利		743,171
Other income and (losses)/gains, net	其他收入及(虧損)/收益·淨額		712,235
Selling and distribution expenses	銷售及分銷費		(2,649)
Administrative expenses	行政費用		(589,366)
PROFIT FROM OPERATIONS	經營盈利		(90,516)
Finance costs	財務費用	7	51,012
PROFIT BEFORE TAX	除稅前盈利	6	(20,913)
Income tax expense	所得稅費用	8	29,464
PROFIT FOR THE PERIOD	本期間盈利		(15,542)
ATTRIBUTABLE TO:	應佔盈利部份：		24,185
Owners of the Company	本公司擁有人		17,474
Non-controlling interests	非控股股東權益		(84)
			24,185
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔每股盈利		
Basic and diluted	基本及攤薄	10	7.1 HK cents 港仙
			9.8 HK cents 港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the six months ended 30 September 2018
截至2018年9月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
PROFIT FOR THE PERIOD	本期間盈利	24,185	17,462
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income to be reclassified to profit or loss in subsequent years:	日後可能重新分類至損益賬之其他全面(虧損)/收益項目：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	(127,300)	70,281
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX	本期間其他全面(虧損)/收益，扣除稅項	(127,300)	70,281
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	本期間全面(虧損)/收益總額	(103,115)	87,743
Attributable to:	應佔全面收益總額：		
Owners of the Company	本公司擁有人	(102,995)	87,755
Non-controlling interests	非控股股東權益	(120)	(12)
		(103,115)	87,743

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 30 September 2018

於2018年9月30日

			At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
	Notes 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	4	物業、廠房及設備	170,276	140,117
Intangible assets		無形資產	99	99
Other asset		其他資產	500	500
Prepayments and deposits	13	預付款及按金	56,668	38,398
Deferred tax assets		遞延稅項資產	54,789	57,784
			282,332	236,898
CURRENT ASSETS		流動資產		
Inventories	11	存貨	1,468,443	1,641,873
Trade receivables	12	應收賬款	156,008	189,218
Prepayments, deposits and other receivables	13	預付款、按金及其他應收款	151,285	154,125
Tax recoverable		可收回稅項	14,849	11,163
Time deposits		定期存款	47,727	52,500
Cash and cash equivalents		現金及現金等價物	293,338	268,073
			2,131,650	2,316,952
CURRENT LIABILITIES		流動負債		
Trade payables	14	應付賬款	(195,627)	(274,293)
Other payables and accruals	15	其他應付款及應計費用	(355,810)	(291,739)
Gold loans	16	黃金租賃	(50,400)	-
Interest-bearing bank and other borrowings		計息銀行及其他貸款	(374,550)	(376,563)
Finance lease payables		應付融資租賃	(661)	(643)
Tax payable		應付稅項	(14,399)	(16,579)
			(991,447)	(959,817)
NET CURRENT ASSETS		流動資產淨值	1,140,203	1,357,135
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	1,422,535	1,594,033

			At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
NON-CURRENT LIABILITIES	非流動負債			
Other payables and accruals	其他應付款及應計費用	15	(7,093)	(4,720)
Interest-bearing bank and other borrowings	計息銀行及其他貸款		(358,440)	(408,972)
Finance lease payables	應付融資租賃		(344)	(680)
Employee benefit obligations	僱員福利義務		(9,766)	(9,766)
Deferred tax liabilities	遞延稅項負債		(16,017)	(17,081)
			(391,660)	(441,219)
NET ASSETS	資產淨值		1,030,875	1,152,814
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益總額			
Issued capital	已發行股本	17	(61,989)	(61,709)
Reserves	儲備		(969,026)	(1,091,125)
			(1,031,015)	(1,152,834)
Non-controlling interests	非控股股東權益		140	20
TOTAL EQUITY	權益總額		(1,030,875)	(1,152,814)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the six months ended 30 September 2018
截至2018年9月30日止六個月

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

		(Unaudited) (未經審核)								
		Attributable to owners of the Company 本公司擁有人應佔								
		Issued capital	Share premium	Share option reserve	Capital and other reserves	Retained profits	Proposed dividend	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	購股權儲備	其他儲備	保留盈利	擬派股息	合共	股東權益	權益總額
Notes 附註		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 April 2018	於2018年4月1日	61,709	117,966	15,719	242,767	696,654	18,019	1,152,834	(20)	1,152,814
Effect of adoption of new accounting standards	採納新會計準則之影響	-	-	-	-	(3,328)	-	(3,328)	-	(3,328)
At 1 April 2018 (restated)	於2018年4月1日(重列)	61,709	117,966	15,719	242,767	693,326	18,019	1,149,506	(20)	1,149,486
Profit for the period	本期間盈利	-	-	-	-	24,269	-	24,269	(84)	24,185
Other comprehensive loss for the period:	本期間其他全面虧損:									
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	(127,264)	-	-	(127,264)	(36)	(127,300)
Total comprehensive loss for the year	本期間全面虧損總額	-	-	-	(127,264)	24,269	-	(102,995)	(120)	(103,115)
Scrip shares re 2017/18 second interim dividend	2017/18第二次中期股息代息股份	280	2,243	-	-	-	(2,523)	-	-	-
Dividend paid	已派股息	-	-	-	-	-	(15,496)	(15,496)	-	(15,496)
Proposed interim dividend (2018/19)	擬派中期股息(2018/19)	-	-	-	-	(11,902)	11,902	-	-	-
At 30 September 2018	於2018年9月30日	61,989	120,209*	15,719*	115,503*	705,693*	11,902*	1,031,015	(140)	1,030,875

* These reserve accounts comprise the consolidated reserves of HK\$969,026,000 (31 March 2018: HK\$1,091,125,000) in the consolidated statement of financial position.

* 此等儲備賬目組成綜合財務狀況表之綜合儲備港幣969,026,000元(2018年3月31日:港幣1,091,125,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the six months ended 30 September 2018
截至2018年9月30日止六個月

		Six months ended 截至以下日期止六個月	
		30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	除稅前盈利	39,727	29,464
Adjustments for:	調整：		
Finance costs	財務費用	7	21,548
Interest income	利息收入	(1,639)	(2,295)
Loss/(gain) on disposal of items of property, plant and equipment	棄置物業、機器及設備項目虧損/(利潤)	6	(2)
Depreciation	折舊	6	26,618
Movements in employee benefit obligations (Reversal of provision)/provision for impairment of inventories	員工福利義務之變動(撥備回撥)/撥備存貨至可變現淨值	6	(289)
Fair value gain on gold loans designated at fair value through profit or loss	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨收益	6	1,582
		(524)	(132)
		83,180	76,494
Decrease/(increase) in inventories	存貨減少/(增加)	77,107	(148,114)
Decrease/(increase) in trade receivables	應收賬款減少/(增加)	16,165	(33,938)
(Increase)/decrease in prepayments, deposits and other receivables	預付款、按金及其他應收款(增加)/減少	(24,643)	32,928
(Decrease)/increase in trade payables	應付賬款(減少)/增加	(69,778)	38,799
Increase in other payables and accruals	其他應付款及應計費用增加	80,537	96,760
Cash generated from operations	經營業務產生的現金	162,568	62,929
Hong Kong profits tax paid	已付香港利得稅	(2,027)	(1,381)
Taxes paid other than Hong Kong	已付香港以外地區稅項	(17,784)	(29,267)
Net cash flows generated from operating activities	經營業務產生之現金流量淨額	142,757	32,281

Six months ended
截至以下日期止六個月

		30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Interest received	已收利息	1,639	2,295
Decrease in time deposits	定期存款減少	-	55,202
Purchases of items of property, plant and equipment	購置物業、機器及設備項目	(62,776)	(24,263)
Proceeds from disposal of items of property, plant and equipment	棄置物業、機器及設備項目所得款項	-	570
Net cash flows (used in)/generated from investing activities	投資活動(所用)/產生之現金流量淨額	(61,137)	33,804
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Proceeds from new trade finance	新增貿易融資所得款項	5,000	30,000
Repayment of trade finance	償還貿易融資	(14,013)	(38,364)
Proceeds from new bank loans	新增銀行貸款所得款項	7,000	-
Repayment of bank loans	償還銀行貸款	(50,532)	(58,390)
Proceeds from gold loans	新增黃金租賃	50,924	-
Repayment of gold loans	償還黃金租賃	-	(37,012)
Repayment of other loans	償還其他貸款	-	(2,448)
Capital element of finance lease payments	融資租賃付款的本金部分	(317)	(50)
Interest paid	已付利息	(20,880)	(21,540)
Dividend paid	已付股息	(15,496)	-
Interest element of finance lease payments	融資租賃付款的利息部分	(33)	(8)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	-	39
Net cash flows used in financing activities	融資活動所用之現金流量淨額	(38,347)	(127,773)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之增加/(減少)淨額	43,273	(61,688)
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物	268,073	323,657
Effect of foreign exchange rate changes, net	外幣匯率變動影響，淨值	(18,008)	5,415
CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD	於報告期末之現金及現金等價物	293,338	267,384
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結存分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況報表所列之現金及現金等價物	293,338	267,384

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. BASIS OF PREPARATION

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the Group’s financial statements for the thirteen months ended 31 March 2018. These condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations).

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

1. 編製基準

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

本中期財務報告包括簡明綜合財務報表及經選定的說明附註。附註包括對自本集團截至2018年3月31日止十三個月財務報表刊發以來所發生的重要事件及交易以瞭解本集團之財務狀況變動及集團表現。此等簡明綜合財務報表及其附註並不包括按照《香港財務報告準則》(「香港財務報告準則」)規定編製完整財務報表所需之所有資料(包括所有香港財務報告準則、香港會計準則及詮釋)。

此等簡明綜合財務報表，除黃金租賃以公平價值計量，乃按歷史成本常規法編製。

1. BASIS OF PREPARATION (continued)

The interim consolidated financial statements and the related notes presented for the current period covered a six-month period from 1 April 2018 to 30 September 2018 while the corresponding comparative amounts shown for the interim consolidated statement of profit or loss, the interim consolidated statement of comprehensive income and the related notes covered a six-month period from 1 March 2017 to 31 August 2017, which, as a result, may not be comparable with amounts shown for the current period.

These condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the Group's financial statement for the thirteen months ended 31 March 2018, except for the adoption of the following revised HKFRSs which become effective for accounting periods beginning on or after 1 April 2018 as disclosed in note 2 below.

1. 編製基準(續)

本期間中期綜合財務報表以及相關附註涵蓋由2018年4月1日起至2018年9月30日止六個月期間，而中期綜合損益賬、中期綜合全面收益表以及相關附註之可比較數據涵蓋由2017年3月1日起至2017年8月31日止六個月期間。因此，未必可與本期間數據作出比較。

除下文附註2所披露於2018年4月1日或以後開始之會計期間生效之經修訂之香港財務報告準則被採納外，此等簡明綜合財務報表已按照本集團截至2018年3月31日止十三個月之財務報表的同一會計政策編製。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
<i>Annual Improvements 2014-2016 Cycle</i>	Amendments to HKFRS 1 and HKAS 28

Except for the impact of the adoption of HKFRS 15 as further explained below, the adoption of the above new and revised HKFRSs has had no significant financial effect on these financial statements.

2. 會計政策及披露之變動

本集團已於本期間之簡明綜合財務報表首次採納下列新訂及經修訂之香港財務報告準則：

香港財務報告準則第2號修訂本	<i>股份支付的交易之分類及計量</i>
香港財務報告準則第4號修訂本	<i>採用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約</i>
香港財務報告準則第9號	<i>金融工具</i>
香港財務報告準則第15號	<i>來自客戶合約之收入</i>
香港財務報告準則第15號修訂本	<i>澄清香港財務報告準則第15號來自客戶合約之收入</i>
香港會計準則第40號修訂本	<i>轉讓投資物業</i>
香港(國際財務報告詮釋委員會)–詮釋第22號	<i>外幣交易及墊付代價</i>
2014年至2016年週期之年度修改	香港財務報告準則第1號及香港會計準則第28號修本

除於下文進一步闡釋之採納香港財務報告準則第15號之影響外，採納上述新訂及經修訂香港財務報告準則對本財務報告並無重大財務影響。

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The following table sets out a summary of adjustments to the opening balances of financial statement line items of the consolidated statement of financial position as at 1 April 2018 upon the adoption of HKFRS 15.

2. 會計政策及披露之變動(續)

當採納香港財務報告準則第15號後，對於2018年4月1日綜合財務狀況報表的財務報告項目期初結餘作出調整之概要已載列於下表。

Consolidated statement of financial position (extract)	綜合財務狀況報表 (摘錄)	Balance as at 31 March 2018 as originally presented	Adjustments due to HKFRS 15 因香港財務 報告準則 第15號作出 之調整	Balance as at 1 April 2018 Restated
		於2018年 3月31日 原列之結餘	第15號作出 之調整	於2018年 4月1日 重列之結餘
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產			
Inventories	存貨	1,641,873	2,635	1,644,508
Prepayments, deposits and other receivables	預付款、按金及其他應收款	154,125	72	154,197
Current liabilities	流動負債			
Other payables and accruals	其他應付款及應計費用	(291,739)	(6,035)	(297,774)
Equity	權益			
Retained profits	保留盈利	(696,654)	3,328	(693,326)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related Interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

HKFRS 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Group adopted HKFRS 15 using the modified retrospective method of adoption with the date of initial application of 1 April 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at that date. The Group elected to apply the standard to all contracts as at 1 April 2018.

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號取代香港會計準則第11號*建築合約*、香港會計準則第18號*收入*及相關詮釋，除少數例外情況外，其適用於所有來自客戶合約產生之收益。香港財務報告準則第15號訂立五個步驟的列賬模式，以確認來自客戶合約之收入，並規定收入確認之金額能反映實體預期向客戶轉讓貨品或服務而有權換取之代價。

香港財務報告準則第15號要求實體作出判斷，並計及該模式之各步應用於與客戶所訂合約時之所有相關事實及情況。該準則亦訂明將獲得合約之額外成本及與履行合約直接相關之成本入賬。此外，該準則亦規定大量披露。

本集團採用以修訂式追溯應用法於2018年4月1日初始應用日期採納香港財務報告準則第15號。按照本方法，該準則可應用於初始應用日期之所有合約或僅可應用於在該日尚未完成之合約。本集團選擇應用於2018年4月1日之所有合約。

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The cumulative effect of initially applying HKFRS 15 is recognized at the date of initial application as an adjustment to the opening balance of retained profits. Therefore, the comparative information was not restated and continues to be reported under HKAS 18 and related Interpretations.

The effect of adopting HKFRS 15 as at 1 April 2018 is shown in the table on page 17.

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入(續)

首次採納香港財務報告準則第15號之累計影響於初始應用日期確認，並對保留溢利期初結餘作出調整。因此，比較資料並無重列及繼續根據香港會計準則第18號及相關詮釋呈列。

於2018年4月1日採納香港財務報告準則第15號之影響於第17頁之表格顯示。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers

(continued)

Set out below, are the amounts by which each financial statements line item is affected as at and for the period ended 30 September 2018 as a result of the adoption of HKFRS 15. The adoption of HKFRS 15 did not have a material impact on other comprehensive income or the Group's operating, investing and financing cash flows. The first column shows what the amounts would have been had HKFRS 15 not been adopted and the third column shows the amounts prepared under HKFRS 15:

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入(續)

下文所載為採納香港財務報告準則第15號對於2018年9月30日及截至該日止期間之各財務報表項目有影響之金額。採納香港財務報告準則第15號對其他全面收益及本集團之經營、投資及融資現金流量並無重大影響。第一欄所示為尚未採納香港財務報告準則第15號之金額，而第三欄所示為根據香港財務報告準則第15號編製之金額：

Consolidated statement of profit or loss for the period ended 30 September 2018 (extract)	截至2018年9月30日止期間之綜合損益賬(摘錄)	Before adoption of HKFRS 15 採納香港財務報告準則第15號前 HK\$'000 港幣千元	Effect of adopting HKFRS 15 採納香港財務報告準則第15號之影響 HK\$'000 港幣千元	As reported 按呈報 HK\$'000 港幣千元
Sales of jewellery products	銷售珠寶首飾	1,891,222	(4,355)	1,886,867
Cost of sales	銷售成本	(1,169,191)	2,327	(1,166,864)
Consolidated statement of financial statement as at 30 September 2018 (extract)	於2018年9月30日之綜合財務狀況報表(摘錄)			
Current assets	流動資產			
Inventories	存貨	1,466,116	2,327	1,468,443
Prepayments, deposits and other receivables	預付款、按金及其他應收款	151,224	61	151,285
Current liabilities	流動負債			
Other payables and accruals	其他應付款及應計費用	(351,394)	(4,416)	(355,810)
Equity	權益			
Retained profits	保留盈利	(719,623)	2,028	(717,595)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The Group's contracts with customers for the sales of jewellery products generally include one performance obligation. The Group has concluded that revenue from sales of jewellery products should be recognized at the point of time when control of the asset is transferred to the customer, generally on delivery of the jewellery. Therefore, the adoption of HKFRS 15 did not have an impact on the timing of revenue recognition. However, the amount of revenue to be recognized was affected, as noted below.

(a) *Variable consideration – right of return*

Certain return schemes are included in group policy. Prior to the adoption of HKFRS 15, the Group recognized revenue from the sale of goods measured at the fair value of the consideration received or receivable, net of returns and trade discounts.

Under HKFRS 15, rights of return give rise to variable consideration. The variable consideration is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved. The application of the constraint on variable consideration increases the amount of revenue that will be deferred.

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入(續)

本集團珠寶銷售之客戶合約通常包括一項履約義務。本集團認為珠寶銷售之收入應於資產控制權轉移至客戶(一般為交付珠寶時)時確認。因此,採納香港財務報告準則第15號對確認收入之時間並無影響。然而,對將予確認的收入金額之影響如下文所述。

(a) *可變代價—退貨權*

若干退貨方案包括在集團政策。於採納香港財務報告準則第15號前,本集團按已收或應收代價之公平價值計量減去退回及交易折扣確認銷售貨品之收入。

根據香港財務報告準則第15號,退貨權導致產生可變代價。可變代價於合約開始時估計並受到約束,直至其後消除相關不確定因素為止。實施可變代價約束將增加遞延收入之金額。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers
(continued)

(a) *Variable consideration – right of return (continued)*

Under HKFRS 15, the consideration received from the customers is variable because the contract allows the customer to return the products. The Group uses the expected value method to estimate the goods that will be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The Group applies the requirements in HKFRS 15 on constraining estimates of variable consideration to determine the amount of variable consideration that can be included in the transaction price. The Group made provision for a refund liability and an asset for the right to recover products from a customer with the corresponding value-added tax in other payables and accruals, inventories and prepayments, deposits and other receivables respectively in the consolidated statement of financial position.

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入(續)

(a) *可變代價－退貨權(續)*

根據香港財務報告準則第15號，由於合約容許客戶退回產品，故從客戶收取之代價屬可變。本集團使用預期價值法估計將予退回之貨品，原因是該方法為預測本集團將有權獲得之可變代價金額之最佳方法。本集團應用香港財務報告準則第15號之規定約束了可變代價之估計，以釐定可計入交易價格之可變代價金額。本集團在綜合財務狀況表中，分別於其他應付款及應計費用計入退款責任、於存貨計入從客戶收回產品權利之資產及於預付款、按金及其他應收款計入相關增值稅。

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 15 Revenue from Contracts with Customers
(continued)

(b) *Customer loyalty programmes*

The Group maintains loyalty points programmes within its retail shops in Hong Kong and the People's Republic of China (the "PRC"), which allow customers to accumulate point award credits upon purchase of goods in the shops and joining the programmes. The point award credits can then be redeemed for goods or other gifts, subject to certain terms and conditions. Prior to adoption of HKFRS 15, the loyalty points programmes offered by the Group resulted in the allocation of a portion of the transaction price to the loyalty point programmes using the fair value of award credits granted for which they could be redeemed and recognition of deferred revenue in relation to award credits granted but not yet redeemed or expired. The Group concluded that under HKFRS 15, the loyalty points programmes give rise to a separate performance obligation because they provide a material right to the customer and allocated a portion of the transaction price to the loyalty credits awarded to customers based on the relative stand-alone selling price. The Group determined that, considering the relative stand-alone selling prices, the amount allocated to the loyalty points programs compared with that before adoption of HKFRS 15 was not significant and thus, no adjustment was made to the opening balance of retained profits as at 1 April 2018.

2. 會計政策及披露之變動(續)

香港財務報告準則第15號來自客戶合約之收入(續)

(b) *客戶忠誠度計劃*

本集團在其於香港及中華人民共和國(「中國」)經營之零售店內設有忠誠積分計劃，據此，當客戶於店內購買產品及加入計劃時可累積積分。根據若干條款及條件，積分隨後可換領產品或其他禮品。出售產品及積分計提時，所收取代價一部份分配至已發行積分，其後於積分獲贖或過期時於損益帳確認。於採納香港財務報告準則第15號前，本集團提供之忠誠積分計劃導致部分交易價格分配至忠誠積分計劃，分配至計劃之代價以授出之可兌換獎勵積分之公平價值計量，並將有關已授出但尚未兌換或已過期之獎勵積分確認為遞延收入。本集團確認根據香港財務報告準則第15號，客戶忠誠度計劃產生獨立履約責任，因其為客戶提供實質權利及將部分交易價格分配至根據相關獨立售價給予客戶之忠誠度積分。本集團認為，考慮到相關獨立售價後，分配至忠誠積分計劃之金額與採納香港財務報告準則第15號前之金額相差並不重大。因此，概無對於2018年4月1日之保留溢利之期初結餘作出調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

3a. OPERATING SEGMENT INFORMATION

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

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

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

Wholesale Business includes wholesale sale of jewellery products to customers.

Other Business includes business other than the above.

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

3a. 經營分部資料

就管理而言，本集團乃按業務性質劃分業務單位，並有三個可呈報經營分部如下：

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

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

批發業務包括批發珠寶產品予客戶。

其他業務包括上述以外之業務。

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

3a. OPERATING SEGMENT INFORMATION (continued)

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

3a. 經營分部資料(續)

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。

Six months ended 30 September 2018	截至2018年9月30日 止六個月	Retail Business 零售業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Wholesale Business 批發業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Other Businesses 其他業務 HK\$'000 港幣千元 (unaudited) (未經審核)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核)
Segment revenue:	分部營業額：				
Sales to external customers	銷售予外來客戶	1,443,427	372,485	70,955	1,886,867
Other revenue	其他收入	23,168	-	-	23,168
		1,466,595	372,485	70,955	1,910,035
Segment results	分部業績：	38,658	66,962	13,503	119,123
<i>Reconciliation:</i>	<i>調節：</i>				
Unallocated expenses	未分配支出				(58,483)
Finance costs	財務費用				(20,913)
Income tax expense	所得稅費用				(15,542)
Profit for the period	本期間盈利				24,185

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

3a. OPERATING SEGMENT INFORMATION (continued)

3a. 經營分部資料(續)

Six months ended 31 August 2017	截至2017年8月31日 止六個月	Retail Business 零售業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Wholesale Business 批發業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Other Businesses 其他業務 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)	Total 總計 HK\$'000 港幣千元 (unaudited) (未經審核) (restated) (重列)
Segment revenue:	分部營業額：				
Sales to external customers	銷售予外來客戶	1,321,126	318,992	73,845	1,713,963
Other revenue	其他收入	19,535	-	-	19,535
		1,340,661	318,992	73,845	1,733,498
Segment results	分部業績：	48,692	53,114	537	102,343
<i>Reconciliation:</i>	<i>調節：</i>				
Unallocated expenses	未分配支出				(51,331)
Finance costs	財務費用				(21,548)
Income tax expense	所得稅費用				(12,002)
Profit for the period	本期間盈利				17,462

3b. GEOGRAPHICAL INFORMATION

Revenue from external customers

		Six months ended	
		截至以下日期止六個月	
		30 September 2018	31 August 2017
		2018年9月30日	2017年8月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Hong Kong and Macau	香港及澳門	712,198	631,810
Mainland China	中國內地	1,167,716	1,075,076
Other countries	其他國家	30,121	26,612
		1,910,035	1,733,498

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

3b. 地區資料

外來客戶營業額

上述營業額資料乃按客戶所在地區劃分。

4. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired items of property, plant and equipment with aggregate cost of HK\$62,776,000 (six months ended 31 August 2017: HK\$25,993,000). Items of property, plant and equipment with net book value of HK\$1,172,000 were disposed of during the six months ended 30 September 2018 (six months ended 31 August 2017: HK\$568,000), resulting in a loss on disposal of HK\$1,172,000 (six months ended 31 August 2017: gain on disposal of HK\$2,000).

4. 物業、廠房及設備

於截至2018年9月30日止六個月內，本集團新購了數項物業、廠房及設備，相當於港幣62,776,000元（截至2017年8月31日止六個月：港幣25,993,000元）。於截至2018年9月30日止六個月內，本集團棄置了數項賬面淨值港幣1,172,000元的物業、廠房及設備（截至2017年8月31日止六個月：港幣568,000元），產生棄置虧損港幣1,172,000元（截至2017年8月31日止六個月：棄置利潤港幣2,000元）。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

5. TURNOVER

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

5. 營業額

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

		Six months ended	
		截至以下日期止六個月	
		30 September 2018	31 August 2017
		2018年9月30日	2017年8月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Sales of jewellery products	銷售珠寶首飾	1,886,867	1,713,963
Service income	服務收入	23,168	19,535
		1,910,035	1,733,498

6. PROFIT BEFORE TAX

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

6. 除稅前盈利

本集團之除稅前盈利已(計入)/扣除：

		Six months ended 截至以下日期止六個月	
		30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
Cost of goods sold*	銷貨成本*	1,170,214	1,019,681
(Reversal of provision)/provision for impairment of inventories	(撥備回撥)/撥備存貨至可變現淨值	(3,350)	1,582
Depreciation	折舊	26,881	26,618
Minimum lease payments in respect of operating leases**	有關土地及樓宇之經營租賃之最低租賃付款**	107,304	107,153
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事酬金):		
Wages, salaries and other benefits	工資、薪金及其他福利	317,133	277,431
Pension scheme contributions***	法定供款退休計劃供款***	3,858	3,592
		320,991	281,023
Fair value gain on gold loans designated at fair value through profit or loss****	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨收益****	(524)	(132)
Loss/(gain) on disposal of items of property, plant and equipment	棄置物業、廠房及設備項目之虧損/(利潤)	1,172	(2)
Foreign exchange differences, net	淨匯兌差額	5,919	(2,752)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

6. PROFIT BEFORE TAX (continued)

- * *Cost of goods sold includes HK\$50,078,000 (six months ended 31 August 2017: HK\$41,467,000) relating to employee benefit expense, depreciation, and operating lease payments, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.*
- ** *Not including commission payments in relation to sales counters in department stores and shopping malls.*
- *** *At 30 September 2018, there were no forfeited contributions available to the Group to reduce its contributions to pension scheme in future years (31 August 2017: Nil).*
- **** *These amounts are included in "Other income and (losses)/gains, net" in the consolidated statement of profit or loss. The purpose of the above gold loans entered into by the Group is to manage the Group's gold price exposure. Such loans did not meet the criteria for hedge accounting.*

6. 除稅前盈利(續)

- * 銷貨成本中包括為數港幣50,078,000元(2017年8月31日止六個月:港幣41,467,000元)的僱員福利開支、折舊及經營租賃費用,有關金額亦已分別記入以上所列各類相關開支中。
- ** 不包括支付予銷售專櫃相關的百貨公司及商場的佣金。
- *** 於2018年9月30日,本集團並無已失效供款可沖減未來年度的退休計劃供款(2017年8月31日:無)。
- **** 綜合損益賬上「其他收入及(虧損)/收益,淨額」中已包含此等金額。上述黃金租賃旨在管理本集團之黃金價格風險。該等租賃並不符合對沖會計處理之條件。

7. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on bank loans, overdrafts and other loans	銀行貸款，透支及其他貸款的利息
Interest on finance leases	融資租賃的利息
Interest on gold loans	黃金租賃的利息
Other charges	其他支出

7. 財務費用

財務費用之分析如下：

Six months ended
截至以下日期止六個月

30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
18,994	19,762
33	8
332	224
1,554	1,554
20,913	21,548

8. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable other than Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

8. 所得稅費用

香港利得稅乃根據本期間源於香港之估計應課稅盈利，按適用稅率16.5%（2017年：16.5%）計算。本集團於香港以外經營之應課稅盈利則按其所在地的適用稅率計算稅項。

Six months ended
截至以下日期止六個月

	30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
Current - Hong Kong	本期－香港	2,607
Current - Other than Hong Kong	本期－香港以外	11,807
Deferred	遞延	(2,412)
	15,542	12,002

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

9. DIVIDENDS

9. 股息

		Six months ended	
		截至以下日期止六個月	
		30 September 2018	31 August 2017
		2018年9月30日	2017年8月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
2016/17 approved final dividend of HK\$0.0375 per ordinary share*	2016/17 已批核末期股息 每股普通股港幣0.0375元*	-	7,888
Interim dividend of HK\$0.048 (2017/18 first interim dividend: HK\$0.021) per ordinary share declared**	已宣佈派發之中期股息 每股普通股港幣0.048元 (2017/18 第一次中期 股息：港幣0.021元)**	11,902	5,170
2017/18 second interim dividend of HK\$0.073 per ordinary share declared***	已宣佈派發之2017/18 第二次中期股息每股 普通股港幣0.073元***	18,019	-
		29,921	13,058

The interim dividend was not recognised as a liability as at 30 September 2018 because it was declared after the end of the Period.

中期股息乃於本期間後宣佈派發，故於2018年9月30日均無確認為負債。

9. DIVIDENDS (continued)

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

- * *The 2016/17 final dividend amounting to HK\$7,888,000, of which HK\$2,248,000 was satisfied in the form of scrip shares.*
- ** *The 2017/18 first interim dividend declared on 24 October 2017 amounted to HK\$5,170,000, of which HK\$1,478,000 was satisfied in the form of scrip shares. The dividend was paid on 15 December 2017.*
- *** *The 2017/18 second interim dividend declared on 26 April 2018 amounted to HK\$18,019,000, of which HK\$2,523,000 was satisfied in the form of scrip shares. The dividend was paid on 11 June 2018.*

9. 股息(續)

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

- * 2016/17年度末期股息為港幣7,888,000元，其中港幣2,248,000元以代息股份方式完成派付。
- ** 於2017年10月24日宣佈派發之2017/18第一次中期股息為港幣5,170,000元，其中港幣1,478,000元以代息股份方式完成派付。此股息已於2017年12月15日派付。
- *** 於2018年4月26日宣佈派發之2017/18第二次中期股息總額為港幣18,019,000元，其中港幣2,523,000元之股息以代息股份方式完成派付。此股息已於2018年6月11日派付。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

10. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the period attributable to owners of the Company of HK\$24,269,000 (2017: HK\$17,474,000), and the weighted average number of ordinary shares of 247,516,271 (31 August 2017: 245,391,878) in issue during the Period.

No diluted earnings per shares amounts have been presented for the periods ended 30 September 2018 and 31 August 2017 as the impact of the share options outstanding had no diluting effect on the basic earnings per share amounts presented.

11. INVENTORIES

		At	At
		30 September 2018	31 March 2018
		於2018年9月30日	於2018年3月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Raw materials	原材料	129,727	147,361
Work in progress	在製品	84,051	82,092
Finished goods	製成品	1,254,665	1,412,420
		1,468,443	1,641,873

10. 本公司擁有人應佔每股盈利

每股基本盈利金額乃按本期間本公司擁有人應佔盈利港幣24,269,000元(2017年:港幣17,474,000元)及本期間已發行普通股之加權平均股數247,516,271股(2017年8月31日:245,391,878股)計算。

由於本集團發行的購股權對於每股基本盈利沒有攤薄效應,故截至2018年9月30日及2017年8月31日止六個月沒有呈現每股攤薄盈利數據。

11. 存貨

12. TRADE RECEIVABLES

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

Within 1 month	1個月內
1 to 2 months	1至2個月內
2 to 3 months	2至3個月內
Over 3 months	超過3個月

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

12. 應收賬款

於報告期末，根據發票日期及已扣除有關撥備的應收賬款之賬齡分析如下：

At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
130,741	170,290
7,748	12,899
3,218	1,272
14,301	4,757
156,008	189,218

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

12. TRADE RECEIVABLES (continued)

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

12. 應收賬款(續)

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

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

13. 預付款、按金及其他應收款

		At	At
		30 September 2018	31 March 2018
		於2018年9月30日	於2018年3月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Prepayments	預付款	49,082	47,653
Deposits	按金	153,823	137,658
Other receivables	其他應收款	5,048	7,212
		207,953	192,523
Long-term prepayments and deposits classified as non-current assets	分類為非流動資產之長期預付款及按金	(56,668)	(38,398)
		151,285	154,125

14. TRADE PAYABLES

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

Within 1 month	1個月內
1 to 2 months	1至2個月內
2 to 3 months	2至3個月內
Over 3 months	超過3個月

The trade payables are non-interest-bearing.

14. 應付賬款

於報告期末，應付賬款根據發票日期計算之賬齡分析如下：

At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
41,361	119,039
66,208	39,278
28,209	48,560
59,849	67,416
195,627	274,293

應付賬款均為免息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

15. OTHER PAYABLES AND ACCRUALS

		At	At
		30 September 2018	31 March 2018
		於2018年9月30日	於2018年3月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Other payables	其他應付款	58,792	22,911
Customer deposits	客戶訂金	151,663	131,821
Provision for liabilities	負債撥備	47,104	35,283
Accruals	應計費用	105,344	106,444
		362,903	296,459
Other payables and accruals classified as non-current	分類為非流動負債之其他 應付款及應計費用	(7,093)	(4,720)
		355,810	291,739

Other payables and accruals are non-interest-bearing.

15. 其他應付款及應計費用

其他應付款及應計費用均為免息。

16. GOLD LOANS

Unsecured gold loan	無抵押黃金租賃
Contracted interest rate	合約利率
Original maturity	原到期日

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

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

16. 黃金租賃

	At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
	50,400	-
	4.5%	N/A 不適用
	Within 1 year 1年內	N/A 不適用

該款項指銀行借貸，而應付款項與黃金價格掛鉤。

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

17. SHARE CAPITAL

17. 已發行股本

		At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
Authorised:	法定：		
1,500,000,000 ordinary shares of HK\$0.25 each	1,500,000,000 股每股面值 港幣0.25元之普通股	375,000	375,000
Issued and fully paid:	已發行及繳足：		
247,956,970 (31 March 2018: 246,836,860) ordinary shares of HK\$0.25 each	247,956,970 股 (2018年3月 31日：246,836,860 股) 每股 面值港幣0.25元之普通股	61,989	61,709

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

本公司股本變動概要如下：

		Number of shares in issue 發行股份數目	Share capital 股本 HK\$'000 港幣千元
At 1 March 2017	於2017年3月1日	210,336,221	52,584
Bonus issue (note 1)	紅股發行(附註1)	35,055,657	8,764
Scrip issue (note 2)	代息股份(附註2)	1,444,982	361
At 31 March 2018 and 1 April 2018	於2018年3月31日 及2018年4月1日	246,836,860	61,709
Scrip issue (note 3)	代息股份(附註3)	1,120,110	280
At 30 September 2018	於2018年9月30日	247,956,970	61,989

17. SHARE CAPITAL (continued)

Note 1: A bonus issue of one bonus share for every six existing shares held by members on the register of members of the Company on 27 July 2017 was made (the "Bonus Issue"), at an issue price of HK\$0.25 per bonus share, resulting in an increase of share capital of HK\$8,764,000 and decrease of share premium of HK\$8,764,000 accordingly.

Note 2: The scrip issue included the scrip dividends for 2016/17 final dividend and 2017/18 first interim dividend, resulting in the issues of 1,444,982 shares for a total consideration of HK\$3,726,000, representing an increase of share capital and share premium of HK\$361,000 and HK\$3,365,000, respectively.

Note 3: The scrip issue included the scrip dividends for 2017/18 second interim dividend, resulting in the issue of 1,120,110 shares for a consideration of HK\$2,523,000, representing an increase in share capital and share premium of HK\$280,000 and HK\$2,243,000, respectively.

17. 已發行股本(續)

附註1：紅股發行按於2017年7月27日於本公司股東名冊內之股東每持六股當時的股份獲發一股紅股(「紅股發行」)，每股紅股發行面值為港幣0.25元，股本增加港幣8,764,000元以及股份溢價減少港幣8,764,000元。

附註2：代息股份包括2016/17末期股息以及2017/18第一次中期股息，總發行股份數目為1,444,982股，總現金代價為港幣3,726,000元，分別代表股本增加港幣361,000元以及股份溢價增加港幣3,365,000元。

附註3：代息股份包括2017/18第二次中期股息，總發行股份數目為1,120,110股，總現金代價為港幣2,523,000元，分別代表股本增加港幣280,000元以及股份溢價增加港幣2,243,000元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

18. SHARE OPTION SCHEME

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

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

There was no equity-settled share option expense during the six months ended 30 September 2018 (six months ended 31 August 2017: Nil).

In 2016, the Company adopted a new share option scheme "2016 Share Option Scheme" and as at the date of this report, no share option has been granted under the 2016 Share Option Scheme since it has been adopted.

18. 購股權計劃

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

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

本集團於截至2018年9月30日止六個月並無任何購股權費用(截至2017年8月31日止六個月：無)。

在2016年，本公司採納新的購股權計劃(「2016年購股權計劃」)及截至2018年9月30日止，本公司按2016年之購股權計劃下並無授出任何購股權。

19. PLEDGE OF ASSETS

- (a) The Group entered into banking facility arrangements with a bank pursuant to which the Group's land and buildings in Hong Kong with an aggregate carrying value as at 30 September 2018 of HK\$48,992,000 (31 March 2018: HK\$49,899,000) were mortgaged by way of a first legal charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank.
- (b) The Group entered into a subscription agreement with two institutional investors for senior secured notes issued by a subsidiary of the Group in Hong Kong, pursuant to which certain inventories (i.e. up to an aggregate book value of HK\$200,000,000 of raw materials, work-in-progress and finished goods) of such subsidiary were pledged by way of a first floating charge, as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the two institutional investors.
- (c) As at 30 September 2018, time deposits of the Group denominated in RMB and totaling equivalent to approximately HK\$47,727,000 (31 March 2018: HK\$52,500,000) have been pledged to secure standby letters of credit relating to a cross border treasury arrangement.

19. 資產抵押

- (a) 本集團與一間銀行訂立銀行借貸融資安排，據此安排，本集團以第一法定押記的方式將本集團在香港的土地及樓宇於2018年9月30日總賬面值港幣48,992,000元（於2018年3月31日：港幣48,899,000元）作抵押，以作為（其中包括）本集團不時結欠該等往來銀行之所有實際或或有負債及債務之抵押品。
- (b) 本集團與兩間機構投資者訂立一項認購協議，以透過一間本集團香港附屬公司向其發行優先有抵押票據，據此安排，本集團以第一浮動押記的方式將其附屬公司若干存貨（總賬面值不多於港幣200,000,000元之原材料、在製品及製成品）作抵押，以作為（其中包括）本集團不時結欠該兩間機構投資者之所有實際或或有負債及債務之抵押品。
- (c) 於2018年9月30日，本集團以人民幣作為單位及相約於港幣47,727,000元（於2018年3月31日：港幣52,500,000元）之定期存款已作抵押，以取得銀行發出備用信用狀作跨境財務安排之用。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

20. MATERIAL RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the six months ended 30 September 2018:

(i) Purchase from related companies	從關連公司購貨
(ii) Sales to a related company	銷售予一間關連公司

Balance due to these related companies amounted to HK\$63,770,000 (31 March 2018: HK\$72,858,000).

These related companies are fellow subsidiaries of Rosy Blue Overseas Holdings Limited, a preference shareholder of Partner Logistics Limited, whose board of directors is controlled by Mr. Tse Tat Fung, Tommy, the ultimate controlling party and substantial shareholder of the Company.

20. 關連人士交易

- (a) 除已於本財務報表其他部分詳載之交易外，本集團於截至2018年9月30日止六個月內與其關連人士進行以下重大交易：

Six months ended 截至以下日期止六個月

30 September 2018 2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	31 August 2017 2017年8月31日 HK\$'000 港幣千元 (unaudited) (未經審核)
197,169	212,825
206,940	220,262

應付以上關連公司款項為港幣63,770,000元(於2018年3月31日：港幣72,858,000元)。

以上關連公司均為Rosy Blue Overseas Holdings Limited(其為Partner Logistics Limited的優先股股東)之同系附屬公司。Partner Logistics Limited董事會由謝達峰先生控制，彼為本公司最終控股人士以及是本公司主要股東。

20. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

- (iii) (i) Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, the Executive Director of the Company, has been employed by a subsidiary of the Company as the Deputy Chief Executive Officer of the Group; (ii) Mr. Tse Sui Luen, the father of Mr. Tse Tat Fung, Tommy and father-in-law of Ms. Yau On Yee, Annie, has been employed by a subsidiary of the Company as the Founder. During the reporting period, remuneration of HK\$1,874,000 (six months ended 31 August 2017: HK\$1,418,000) and HK\$935,000 (six months ended 31 August 2017: HK\$873,000) were paid to Mr. Tse Tat Fung, Tommy and Mr. Tse Sui Luen respectively.
- (iv) No notional charge of equity-settled share option expense (six months ended 31 August 2017: Nil) were accrued for share options granted to Mr. Tse Tat Fung, Tommy and Mr. Tse Sui Luen respectively for the period.

The above transactions in respect of items (i), (ii) and (iv) were not continuing connected transactions under Chapter 14A of the Listing Rules. In the opinion of the directors of the Company, the transactions were carried out on normal commercial terms and in the ordinary course of business.

20. 關連人士交易 (續)

(a) (續)

- (iii) (i) 謝達峰先生被本公司旗下一附屬公司聘任為副行政總裁，謝達峰先生為本公司執行董事邱安儀女士之配偶；(ii) 謝瑞麟先生被本公司旗下一附屬公司聘任為創辦人，謝瑞麟先生為謝達峰先生之父親及邱安儀女士之家翁。於報告期內，分別支付謝達峰先生港幣1,874,000元(2017年8月31日止六個月：港幣1,418,000元)及謝瑞麟先生港幣935,000元(2017年8月31日止六個月：港幣873,000元)的酬金。
- (iv) 本集團於本期間並無就向謝達峰先生及謝瑞麟先生授出購股權之已計提名義股權結算計算任何購股權費用(2017年8月31日止六個月：無)。

上述第(i)、(ii)和(iv)項交易根據上市規則第14A章並不構成一項持續關連交易。本公司董事認為，該等交易在日常業務過程中按正常商業條款進行。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

20. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

The related party transactions in respect of item (iii)(i) and (iii)(ii) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. Since the amount in respect of item (iii)(ii) is below de minimis threshold for the purposes of Rule 14A.76(2) of the Listing Rules, item (iii)(ii) is exempt from the requirement of circular and independent shareholders' approval.

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

20. 關連人士交易(續)

(a) (續)

上述項目(iii)(i)和(iii)(ii)之關連人士交易構成上市規則第14A章所界定之持續關連交易。於謝達峰先生調任前，由於項目(iii)(ii)的金額低於上市規則第14A.76(2)條的最低豁免水平，故該項目(iii)(ii)可獲豁免遵守通函及獨立股東批准的要求。

(b) 本集團主要管理人員酬金：

		Six months ended	
		截至以下日期止六個月	
		30 September 2018	31 August 2017
		2018年9月30日	2017年8月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Short term employee benefits	短期僱員福利	6,365	5,205
Post-employment benefits	僱用後福利	27	18
		6,392	5,223

21. COMMITMENTS

At 30 September 2018, the total capital commitments in respect of items of property, plant and equipment were as follows:

Contracted, but not provided for 已簽約，但未作撥備

21. 承擔

於2018年9月30日，就物業、廠房及設備的資本承擔如下：

At 30 September 2018 於2018年9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年3月31日 HK\$'000 港幣千元 (audited) (經審核)
4,164	1,395

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

22. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

22. 金融工具之公平價值及公平價值等級

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

		Carrying amounts 賬面值		Fair values 公平價值	
		At 30 September 2018 於2018年 9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年 3月31日 HK\$'000 港幣千元 (audited) (經審核)	At 30 September 2018 於2018年 9月30日 HK\$'000 港幣千元 (unaudited) (未經審核)	At 31 March 2018 於2018年 3月31日 HK\$'000 港幣千元 (audited) (經審核)
Financial liabilities	財務負債				
Gold loans	黃金租賃	50,400	-	50,400	-
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款	732,990	785,535	732,990	785,535
Finance lease payables	應付融資租賃	1,005	1,323	1,005	1,323
		784,395	786,858	784,395	786,858

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

Fair value hierarchy:

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

Liabilities measured at fair value:

As at 30 September 2018

22. 金融工具之公平價值及公平價值等級 (續)

公平價值等級：

下表呈列本集團金融工具之公平價值計量等級：

按公平價值計量之負債：

於2018年9月30日

		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (unaudited) (未經審核)	Total 合計 HK\$'000 港幣千元 (unaudited) (未經審核)
Financial liabilities	財務負債				
Gold loans	黃金租賃	50,400	-	-	50,400

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

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

Fair value hierarchy: (continued)

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

Liabilities for which fair values are disclosed:

As at 30 September 2018

22. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：

於2018年9月30日

		Fair value measurement categorised into 公平價值計量分類			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (unaudited) (未經審核)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (unaudited) (未經審核)	Total 合計 HK\$'000 港幣千元 (unaudited) (未經審核)
Financial liabilities	財務負債				
Interest-bearing bank and other borrowings	計息銀行貸款及 其他貸款	-	-	732,990	732,990
Finance lease payables	應付融資租賃	-	-	1,005	1,005
		-	-	733,995	733,995

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

Fair value hierarchy: (continued)

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

Liabilities for which fair values are disclosed: (continued)

As at 31 March 2018

22. 金融工具之公平價值及公平價值等級 (續)

公平價值等級：(續)

下表呈列本集團金融工具之公平價值計量等級：(續)

按公平價值披露之負債：(續)

於2018年3月31日

Fair value measurement categorised into
公平價值計量分類

	Quoted prices in active markets 活躍 市場報價 (Level 1) (級別1) HK\$'000 港幣千元 (audited) (經審核)	Significant observable inputs 重大 可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元 (audited) (經審核)	Significant unobservable inputs 重大難以 觀察數據 (Level 3) (級別3) HK\$'000 港幣千元 (audited) (經審核)	Total 合計 HK\$'000 港幣千元 (audited) (經審核)
Financial liabilities				
Interest-bearing bank and other borrowings			785,535	785,535
Finance lease payables			1,323	1,323
	-	-	786,858	786,858

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

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

During the sixth months ended 30 September 2018, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (thirteen months ended 31 March 2018: Nil).

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

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

22. 金融工具之公平價值及公平價值等級(續)

截至2018年9月30日止六個月內並無按公平價值計量之財務負債於級別1及級別2之間調動，及轉入或轉出級別3(截至2018年3月31日止十三個月：無)。

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

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

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

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

The fair values of the non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the non-current portion of finance lease payables and interest-bearing bank and other borrowings as at 30 September 2018 was assessed to be insignificant. The fair values of gold loans are based on open market prices of gold.

23. COMPARATIVE FIGURES

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

24. APPROVAL OF INTERIM FINANCIAL REPORT

This interim financial report was approved by the board of directors on 20 November 2018.

22. 金融工具之公平價值及公平價值等級(續)

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

計息銀行及其他貸款的非流動負債部份之公平價值乃採用現有相似條款、信貸風險及剩餘到期的工具來折算其預計未來現金流量。本集團於2018年9月30日就應付融資租賃及計息銀行及其他貸款的非流動部份面對之不履約風險被評估為非重大。黃金租賃之公平價值乃根據開放市場之價格釐定。

23. 比較數據

部份比較數據已被重新分類以配合本期間之呈報。

24. 本中期財務報告之批核

董事會於2018年11月20日，通過及批核本中期財務報告。

INTERIM DIVIDEND

中期股息

The Board has resolved to declare an interim dividend of 4.8 HK cents (for the six-month period ended 31 August 2017: 2.1 HK cents) per ordinary share of the Company for the Period (the "Interim Dividend") in scrip form with cash option to shareholders whose names appear on the register of members of the Company on Wednesday, 5 December 2018.

Subject to the listing committee of the Stock Exchange granting the listing of and permission to deal in the new shares to be issued under the Interim Dividend, each shareholder will be allotted fully paid shares having an aggregate market value equal to the total amount which such shareholders could elect to receive in cash and they will be given the option of electing to receive payment in cash of HK\$0.048 per share instead of the allotment of scrip shares. A circular containing details of the scrip dividend arrangement will be despatched to shareholders of the Company together with a form of election for cash dividend on or about 10 December 2018.

CLOSURE OF REGISTER OF MEMBERS

暫停辦理股份過戶登記手續

For the purpose of determining shareholders' entitlement to the Interim Dividend, the register of members of the Company will be closed from Tuesday, 4 December 2018 to Wednesday, 5 December 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the Interim Dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Monday, 3 December 2018.

董事會議決宣佈派發截至本期間之中期股息每股普通股港幣4.8仙(「中期股息」)(截至2017年8月31日止六個月：港幣2.1仙)予於2018年12月5日(星期三)名列於本公司股東名冊內之股東。中期股息將採納以股代息方式分派，惟股東可選擇收取現金。

待聯交所上市委員會批准就中期股息而將予發行之新股上市及買賣後，每名股東將獲配發總市值相等於該股東可選擇以現金收取的款項總額的已繳足股份。股東亦可選擇收取現金每股港幣4.8仙以代替配發股份。載有以股代息安排詳情的通函，連同可供收取現金股息的選擇表格，將約於2018年12月10日寄發予本公司股東。

為確定股東享獲中期股息的權利，本公司將於2018年12月4日(星期二)至2018年12月5日(星期三)(首尾兩天包括在內)，暫停辦理股份過戶登記手續。為符合資格獲派中期股息，股東須於2018年12月3日(星期一)下午四時三十分前(香港時間)將所有已填妥之過戶文件連同相關股票送達本公司之股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之討論及分析

OVERALL FINANCIAL RESULTS

As this is our first interim report that covers the six-month period from 1 April 2018 to 30 September 2018, all comparative figures stated in this report refer to the six-month period from 1 March 2017 to 31 August 2017 this being our previous reporting period.

The Group's turnover for the Period increased by 10.2% from HK\$1,733 million (for the six-month period ended 31 August 2017) to HK\$1,910 million. The profit attributable to owners of the Company increased by 38.9% from HK\$17.5 million (for the six-month period ended 31 August 2017) to HK\$24.3 million. Earnings per share attributable to owners of the Company were 9.8 HK cents (for the six-month period ended 31 August 2017: 7.1 HK cents per share).

In light of the improved retail sentiment in Hong Kong since September 2017 (primarily due to the year-on-year increase in the number of incoming tourists and the growing consumption appetite of local customers), the retail market in Hong Kong has continued to progress in an L-shape. Overall speaking, the Group's performance for the Period was in line with our expectations. However, the recent outbreak and escalation of trade dispute between China and the United States has cast some doubts on the economic outlook for both the global and local economies going forward. One consequence has been the devaluation of Renminbi during the Period, which could bring certain influence to our business in Hong Kong and Mainland China during the remainder of this financial year. While it is still too early to conclude the actual impact on the Group's performance, we will continue to take a cautiously optimistic approach in our major operating regions, namely Hong Kong and Mainland China.

整體財務業績

由於本報告是我們第一份涵蓋2018年4月1日至2018年9月30日止六個月期間之中期報告，本報告中所呈列之所有可比較數據均以2017年3月1日至2017年8月31日止六個月期間（此乃我們過往的報告期間）之數據作為參考。

本集團本期間之營業額由港幣1,733百萬元（截至2017年8月31日止六個月期間）增加10.2%至港幣1,910百萬元。本公司擁有人應佔盈利由港幣17.5百萬元（截至2017年8月31日止六個月期間）增加38.9%至港幣24.3百萬元。本公司擁有人應佔每股盈利為9.8港仙（截至2017年8月31日止六個月期間：每股7.1港仙）。

鑒於自2017年9月以來香港零售氣氛有所改善（主要是由於訪港遊客人數按年上升及本地顧客消費意欲增加），以致香港零售市場繼續以L型發展。整體而言，本集團於本期間內的表現符合我們的預期。然而，最近中美貿易戰的爆發及升級為全球及本地經濟未來的前景帶來不明朗因素。其中一個後果是本期間內人民幣的貶值，這可能對我們在本財政年度的餘下日子內於香港及中國內地的業務產生一定影響。雖然現時總結對本集團表現造成的實際影響仍言之尚早，但我們將繼續於主要營運地區（即香港及中國內地）採取謹慎樂觀的態度。

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)

管理層之討論及分析(續)

REVIEW AND OUTLOOK

Retailing Business

Hong Kong and Macau

With the increasing number of tourists visiting Hong Kong and Macau from Mainland China and by virtue of the “store-for-store strategy” taken by us over the past few years, we are glad to report that our retail businesses in Hong Kong and Macau recorded an increase of 15.3% in turnover and that the same store sales growth for all businesses in this region was 14.8% during the Period.

The retail rentals incurred in Hong Kong during the Period remained static and at a more reasonable level than that experienced in past years. As a result, the Group has continued to capitalize on this trend in order to expand its retail business in Hong Kong and by enlarging the shop area of some of our existing retail chain stores, such as Times Square in Causeway Bay and Plaza Hollywood in Diamond Hill. We will continue to identify other suitable high-traffic shopping arcades and on-street stores in order to further penetrate tourist and residential precincts as applicable. Nevertheless, the ongoing manpower shortage situation in Hong Kong remains a concern in setting the pace of expansion. In respect to Macau, due to a steady increase in tourists from Mainland China and their spending powers, our business in Macau achieved an increase of 8.7% in turnover during the Period.

回顧及前景

零售業務

香港及澳門

有賴中國內地訪港澳遊客人數日增及過去幾年採取的「舖換舖」策略，我們欣然報告於本期間內香港及澳門零售業務的營業額錄得15.3%升幅，而於該地區整體業務之同店銷售增長為14.8%。

香港的零售店舖租金於本期間內保持穩定，處於比過去幾年更合理的水平。因此，本集團繼續利用此趨勢擴展香港的零售業務，及擴大我們部分現有零售連鎖店的店舖面積，例如銅鑼灣時代廣場店及鑽石山荷里活廣場店。我們將繼續物色其他合適且人流暢旺的購物商場及街鋪，進一步滲透到適當的旅遊區及住宅區，然而，香港持續的人手短缺情況仍然影響擴展步伐。就澳門而言，基於中國內地訪澳遊客人數及其消費力穩步上升，我們的澳門業務於本期間內的營業額增加了8.7%。

REVIEW AND OUTLOOK (continued)

Retailing Business (continued)

Hong Kong and Macau (continued)

Following the completion and opening of a number of major transport infrastructure projects in Hong Kong in the second half of 2018 (namely, the Hong Kong-Zhuhai-Macao Bridge and the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link), we believe that these will create a catalyst to further improve the retail market in Hong Kong, whereas the effect of which has yet been emerged. In addition, following the launch of our Signature Collection earlier this year, The 12 Treasures, we will continue to focus on improving our sales by enriching our products assortments and customer experience, introducing limited-time offers and developing unique products with Trendsetting Craftsmanship, and invest in developing the younger generation market to better serve our customers.

Mainland China

Our retail business in Mainland China via self-operated stores accounted for 37.3% of the Group's total turnover during the Period. This business continues to play a significant role in the Group's overall performance as well as in its future development and direction. We remain upbeat on the future prospects of this business, which recorded a modest increase of 4.2% in turnover during the Period. By continuously putting our effort into network optimization in this region, we are optimistic that the same store sales growth of minus 3.5% for the Period will be further improved.

回顧及前景 (續)

零售業務 (續)

香港及澳門 (續)

繼2018年下半年數個在香港的主要基建項目(即港珠澳大橋及廣深港高速鐵路香港段)完成及啟用後,我們相信此等項目將成為進一步刺激香港零售市場的催化劑,惟其效果尚未浮現。另外,除年初推出的「Signature Collection」之「12靈瓏」系列,我們將繼續專注於透過豐富我們的產品系列及提升顧客體驗、推出限時優惠以及朝著「非凡工藝 潮流演繹」的方向開發一系列獨特的產品,藉以提高我們的銷售,並投放資源於開拓年輕市場,為我們的顧客帶來更好的服務。

中國內地

我們在中國內地的自營店零售業務佔本集團本期間內總營業額的37.3%,此業務繼續對本集團的整體表現以及未來業務發展及方向發揮重要作用。此業務的營業額於本期間內錄得4.2%的溫和增長,我們對其未來前景仍保持樂觀。通過不斷致力優化於這地區的網絡,我們對進一步改善於本期間內同店銷售增長負3.5%的情況仍抱樂觀態度。

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)

管理層之討論及分析(續)

REVIEW AND OUTLOOK (continued)

Retailing Business (continued)

Mainland China (continued)

Apart from our self-operated stores, the Group continues to expand its retail network in Mainland China through its franchise network. As at the end of the Period, 25 new franchised stores were opened, resulting in a net increase in franchised stores from 187 to 207. When combined with our 197 self-operated stores, the total number of stores in Mainland China amounted to 404.

The growing middle class is the key driver of rising consumption for luxury jewellery for personal use in the Mainland China as they seek more expensive and premium brands and spend more on high-quality goods and services. Besides, the successful launch of the official website for mobile users (the China version) enables the Group to be in touch with customers of various layers so as to boost the online-to-offline and the offline-to-online business. The Group will strive to bring quality designs with Trendsetting Craftsmanship to meet our customers' needs.

Malaysia

Following the opening of a new retail outlet at Genting, Malaysia in June 2018, the number of our retail stores in Malaysia reached 5 by the end of the Period. Accounting for an insignificant contribution to the Group's performance, our retail business in Malaysia recorded an increase in sales of 13.9% during the Period. As the Group remains positive about the jewellery retail business in this region, we will continue to explore the possibility of further expansion in appropriate locations should opportunities arise.

回顧及前景(續)

零售業務(續)

中國內地(續)

除自營店外，本集團繼續以加盟模式拓展中國內地的零售網絡。截至本期間末，共開設了25間新加盟店，令加盟店數目的淨增長由187間增至207間。連同我們旗下197間自營店，中國內地的店舖總數達404間。

中國內地日益增長的中產階層追求高價產品、優質品牌以及在高質產品及服務上花費較多，為自用奢華珠寶消費持續上升的主要動力。此外，本集團成功推出手機版官網商城(中國版)與各階層的顧客保持關係，從而推動線上到線下及線下到線上的業務。本集團將致力提供「非凡工藝 潮流演繹」的優質設計，滿足顧客所需。

馬來西亞

連同2018年6月於馬來西亞雲頂開設的新零售店舖，我們在馬來西亞的零售店舖數目截至本期間末達到5間。馬來西亞的零售業務對本集團表現的影響略微，惟於本期間內的銷售額錄得13.9%增長。由於本集團對該地區的珠寶零售業務仍抱持樂觀態度，若有機會，我們將繼續探索在合適的地方進一步擴展的可能性。

REVIEW AND OUTLOOK (continued)

Wholesale Business

With a view to accomplishing our target of opening 100 additional retail stores over the next 2 years, the expansion in Mainland China through the franchising model is our prime strategy to achieve this ambition. We have not slowed down and are pleased to report that the sales turnover of wholesale business has been on an increasing trend since we started franchising and 25 new stores were opened under the Group's franchising model during the Period, bringing the total number of franchised stores to 207. Looking ahead, we will continue to stringently identify appropriate business partners who share the same values of ours to contribute to the Group's business development.

Other Business

By capturing the trend and putting effort in the promotion of our e-business platforms during the Period, the Group recorded a year-on-year growth in the turnover of that business of 12.8%. From the performance of e-business over the past few years, we consider that there is potential for this sector to grow and develop into an important source of revenue for the Group going forward. The Group will therefore continue to develop our own official mobile website and to focus on increasing its sales performance and the ranking of the Group's brand in its existing e-business platforms to further boost both the online-to-offline and the offline-to-online effect.

回顧及前景 (續)

批發業務

為實現於未來兩年內開設額外100間零售店舖的目標，透過加盟模式於中國內地擴張是我們實現這目標的主要策略。我們沒有放緩步伐，並欣然報告自開始特許經營以來，批發業務的銷售額一直有上升趨勢，於本期間內亦以加盟模式新增了25間加盟店，令加盟店總數達至207間。展望未來，我們將繼續嚴謹覓選與我們具有相同理念合適的業務夥伴，為本集團的業務發展作出貢獻。

其他業務

透過於本期間抓緊時機及奮力推廣我們的電子商貿平台，令本集團於此業務的營業額錄得按年增加12.8%。從過往幾年的電子商貿表現來看，我們認為此業務有望繼續增長並發展成為本集團未來重要的收入來源。因此，本集團將繼續發展手機版官網商城，並集中提升其現有電子商貿平台的銷售表現及本集團品牌排名，以進一步提升線上到線下及線下到線上的績效。

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)

管理層之討論及分析 (續)

FINANCIAL STRUCTURE

Capital expenditure, comprising mainly store renovation and expansion, furniture & fixtures and machinery, incurred during the Period amounted to approximately HK\$63 million (for the six-month period ended 31 August 2017: HK\$26 million), and was mainly financed by borrowings and funds generated from internal resources.

As at 30 September 2018, the Group's interest-bearing liabilities decreased from HK\$921 million as at 31 August 2017 to HK\$784 million, which included current interest-bearing bank and other borrowings of HK\$425 million and non-current interest-bearing bank and other borrowings of HK\$359 million. Net borrowings (total interest-bearing liabilities less cash and cash equivalent and time deposits) decreased from HK\$532 million (as at 31 August 2017) to HK\$443 million.

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

The net gearing ratio (the ratio of total interest-bearing liabilities (less cash and cash equivalents and time deposits) to total equity) decreased from 50% (for the six-month period ended 31 August 2017) to 43% during the Period and is progressively improving. All borrowings of the Group are denominated in Hong Kong dollars or Renminbi. Interest on bank borrowings is calculated on either the inter-bank interest rate or the prime rate or the benchmark interest rate.

財務結構

於本期間內，資本開支合共約港幣63百萬元（截至2017年8月31日止六個月期間：港幣26百萬元），主要用於店舖翻新及擴充、傢具、裝置及機器。該等資本開支大部份透過借貸及內部資源取得的資金撥資。

截至2018年9月30日，本集團之計息負債由截至2017年8月31日之港幣921百萬元減至港幣784百萬元，其中包括港幣425百萬元的流動計息銀行及其他貸款以及港幣359百萬元的非流動計息銀行及其他貸款。淨借貸（總計息負債減現金及現金等價物及定期存款）由港幣532百萬元（截至2017年8月31日）減至港幣443百萬元。

本期間內透過內部資源及借貸取得的資金，大部份用於提升本集團庫存質素、新店開設及資本開支等方面。

本期間內淨負債比率（即計息負債總額（減現金、現金等價物及定期存款）與權益總額之比率）由50%（截至2017年8月31日止六個月期間）減至43%，並逐步改善。本集團全部借貸均以港幣或人民幣為單位。銀行借貸之利息按銀行同業拆息或最優惠利率或基準利率計算。

FINANCIAL STRUCTURE (continued)

As at 30 September 2018, the Group had time deposits, cash and bank balances, and undrawn borrowing facilities of approximately HK\$341 million and HK\$123 million respectively which, in the opinion of the directors of the Company, should be sufficient to meet the Group's present working capital requirements.

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

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

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

EXCHANGE RATES

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

財務結構(續)

截至2018年9月30日，本集團之定期存款、現金及銀行結餘以及未動用銀行信貸分別約為港幣341百萬元及港幣123百萬元，本公司董事認為足以應付本集團目前營運資金需求。

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

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

本公司董事會認為該等信貸及認購協議之簽訂為本集團提供穩定流動資金。

匯率

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

MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)

管理層之討論及分析(續)

CHARGE ON GROUP ASSETS AND CONTINGENT LIABILITIES

Charge on the Group's assets during the Period is disclosed in note 19 to the interim condensed consolidated financial statements whereas the Group did not have any material contingent liabilities which have not been provided for in the financial statements as at 30 September 2018 (as at 31 August 2017: Nil).

HUMAN RESOURCES

As at 30 September 2018, the total number of employees of the Group was approximately 3,170 (as at 31 August 2017: 3,080). The change was mainly due to the Group's business strategy with due regard to the market conditions. There were no major changes in human resources policies.

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

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

集團資產抵押及或有負債

於本期間內，本集團資產抵押於中期簡明綜合財務報表附註19中披露。截至2018年9月30日，本集團並無任何重大或有負債未於財務報表中撥備(截至2017年8月31日：無)。

人力資源

截至2018年9月30日，本集團共聘用約3,170名僱員(截至2017年8月31日：3,080名)。該變動主要因應本集團經適當考慮市況後的業務策略而訂。人力資源政策並無重大變動。

本公司向員工提供具有競爭力的薪酬待遇，其中包括薪金、津貼及酌情花紅。僱員待遇按工作表現及參考市場水平釐定。為激勵或獎勵僱員，本公司已採納一項購股權計劃，有關詳情載於本中期報告「購股權計劃」一節。其他僱員福利包括醫療保險及工作相關持續進修津貼。內部高級職員及外聘專業導師會向前線零售員工提供正統在職培訓。公司內部亦舉辦經驗分享會議及研討會。

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

OTHER INFORMATION

其他資料

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

As at 30 September 2018, the interests and short positions of the Directors and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), were as follows:

董事及最高行政人員於本公司之股份、相 關股份及債權證的權益及淡倉

截至2018年9月30日，董事及本公司最高行政人員及／或彼等各自之任何聯繫人士或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）於本公司之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例中該等條文已接受或被視為已接受的權益及淡倉），或須根據證券及期貨條例第352條登記於由本公司存置之登記冊，或須根據上市規則附錄十所載之上市公司發行人進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

OTHER INFORMATION (Continued)

其他資料(續)

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

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

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

(i) 於本公司的普通股之權益及好倉

Name of Director 董事姓名	Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益	Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		Approximate percentage of total issued share capital* 佔已發行股本總數概約百分比*
				Derivative interest (share options) 衍生工具權益(購股權)	Other interest 其他權益	
Yau On Yee, Annie 邱安儀	122,942	180,141,883 (Note附註1) 4,916 (Note附註1)	-	1,411,666 1,411,666 (Notes附註2 & 3)	-	73.84%

* The percentage was calculated based on 247,956,970 ordinary shares of the Company in issue as at 30 September 2018.

* 百分比是按截至2018年9月30日本公司已發行247,956,970股普通股計算。

Notes:

附註：

1. 180,141,883 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Partner Logistics Limited.

1. 本公司180,141,883股普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生(為執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，邱安儀女士被視為持有由Partner Logistics Limited於本公司持有之所有股份之權益。

4,916 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Mr. Tse Tat Fung, Tommy.

本公司4,916股普通股乃由謝達峰先生持有。根據證券及期貨條例，邱安儀女士被視為持有由謝達峰先生於本公司持有之所有股份之權益。

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

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

Notes: (continued)

2. *1,210,000 share options of the Company, which were adjusted to 1,411,666 upon the completion of Bonus Issue on 4 August 2017, were granted to each of Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy on 1 March 2013. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the share options of the Company granted to Mr. Tse Tat Fung, Tommy.*
3. *Duplication occurred in respect of the same blocks of share options as separately set out under section (ii) "Interests and long position in underlying shares of the Company".*

董事及最高行政人員於本公司之股份、相
關股份及債權證的權益及淡倉(續)

- (i) 於本公司的普通股之權益及好倉(續)

附註：(續)

2. 本公司於2017年8月4日完成紅股發行，以致於2013年3月1日分別授予邱安儀女士及謝達峰先生之本公司股份之購股權由1,210,000調整至1,411,666。根據證券及期貨條例，邱安儀女士被視為持有由謝達峰先生於本公司持有之所有購股權之權益。
3. 購股權一項重列於「(ii)於本公司相關股份的權益及好倉」一節。

OTHER INFORMATION (Continued)

其他資料(續)

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

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

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

(ii) 於本公司相關股份的權益及好倉

Details of the Director who had interests in options to subscribe for ordinary shares of the Company during the Period were set out as follows:

董事於本期間持有可認購本公司普通股股份的購股權權益的詳情如下：

Name of Director 董事姓名	Date of Grant (dd/mm/yyyy) 授出日期 (日/月/年)	Number of share options 購股權的數目					Outstanding as at 30 September 2018 截至2018年 9月30日結餘	Adjusted exercise price per share 經調整之 每股行使價格 (Note附註)	Vesting/ Exercise Period (dd/mm/yyyy) 歸屬期/行使期 (日/月/年)
		Outstanding as at 1 April 2018 於2018年 4月1日結餘	Granted during the Period 本期間內授出	Exercised during the Period 本期間內行使	Cancelled during the Period 本期間內註銷	Lapsed during the Period 本期間內失效			
Yau On Yee, Annie 邱安儀	01/03/2013	1,411,666	-	-	-	-	1,411,666	HK\$3.54	15%: 01/09/2014 - 29/02/2020 15%: 01/03/2015 - 29/02/2020 30%: 01/03/2016 - 29/02/2020 40%: 01/03/2017 - 29/02/2020

Note:

On 19 July 2017, an ordinary resolution was duly passed by the shareholders at the annual general meeting of the Company to approve the Bonus Issue. As a result of the Bonus Issue, adjustments were made to the exercise price and the number of shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding share options with effect from 4 August 2017. The exercise price per share indicated in the above table is the exercise price per share after the said adjustments were made on 4 August 2017. Prior to the adjustments, the exercise price per share in relation to share options granted on 1 March 2013 was HK\$4.13. For details, please refer to the announcement of the Company dated 4 August 2017.

附註：

於2017年7月19日，股東於本公司之股東週年大會上正式通過普通決議案，以批准進行紅股發行。由於紅股發行，尚未行使購股權之行使價格及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自2017年8月4日起生效。於前表所述之每股行使價格為於2017年8月4日調整後之每股行使價格。於調整前，有關於2013年3月1日授出之購股權之每股行使價格為4.13港元。有關詳情，請參閱本公司於2017年8月4日之公告。

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

Save as disclosed above and in the section headed "Share Option Scheme", as at 30 September 2018, none of the Directors, chief executive and their respective associates of the Company had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive of the Company is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company; or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

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

As at 30 September 2018, the interests, all being long positions, of any substantial shareholders or other persons (not being Directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉(續)

除上文及「購股權計劃」一節所披露者外，截至2018年9月30日，概無董事、本公司的最高行政人員及彼等之聯繫人士或其任何相聯法團(定義見證券及期貨條例第XV部)於本公司之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例中該等條文已接受或被視為已接受的權益及淡倉)，或須根據證券及期貨條例第352條登記於由本公司存置之登記冊，或須根據標準守則知會本公司及聯交所之權益及淡倉。

主要股東及其他人士於本公司股份及相關股份的權益與淡倉

截至2018年9月30日，任何主要股東或其他人士(並非董事或本公司的最高行政人員)在本公司股份及/或相關股份中擁有已根據證券及期貨條例第XV部第2及3分部的規定向本公司作出披露，及已根據證券及期貨條例第336條須記入本公司備存的登記冊內的權益(均為好倉)如下：

OTHER INFORMATION (Continued)

其他資料(續)

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

主要股東及其他人士於本公司股份及相關股份的權益與淡倉(續)

		Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股			
Name	Capacity	Number of share options	Number of ordinary shares	Approximate percentage of total issued share capital*	
名稱	身份	購股權數目	普通股股份數目	佔已發行 股本總數 概約百分比*	
(i) Partner Logistics Limited (Note 附註1)	Beneficial owner 實益擁有人	-	180,141,883	72.65%	
(ii) Blink Technology Limited (Note 附註1)	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
(iii) Tse Tat Fung, Tommy (Note 附註1) 謝達峰	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
	Interest of spouse 配偶擁有權益	1,411,666	122,942	0.62%	
	Beneficial owner 實益擁有人	1,411,666	4,916	0.57%	
(iv) Rosy Blue Overseas Holdings Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
(v) Rosy Blue Jewellery (HK) Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
(vi) Prime Investments S.A. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
(vii) Rosy Blue Investments S.à.R.L. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	180,141,883	72.65%	
(viii) Elmas Hong Kong Limited (Note 附註2)	Trustee 信託人	-	180,141,883	72.65%	
(ix) Viraj Rusell Mehta (Note 附註2)	Settlor of discretionary trust 酌情信託之財產授予人	-	180,141,883	72.65%	

* The percentage was calculated based on 247,956,970 ordinary shares of the Company in issue as at 30 September 2018.

* 百分比是按截至2018年9月30日本公司已發行247,956,970股普通股計算。

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

Notes:

1. 180,141,883 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Blink Technology Limited, Ms. Yau On Yee, Annie (her deemed interest is disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company") and Mr. Tse Tat Fung, Tommy are deemed to be interested in all the shares of the Company held by Partner Logistics Limited.

122,942 ordinary shares of the Company are held by Ms. Yau On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares of the Company held by Ms. Yau On Yee, Annie.

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

Another 1,411,666 share options and 4,916 ordinary shares of the Company are held by Mr. Tse Tat Fung, Tommy.

主要股東及其他人士於本公司股份及相關股份的權益與淡倉(續)

附註：

1. 本公司180,141,883股普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生(為執行董事邱安儀女士之配偶)全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，Blink Technology Limited、邱安儀女士(彼被視為持有股份之權益之詳情載於「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」一節)及謝達峰先生被視為持有由Partner Logistics Limited於本公司持有之所有股份之權益。

本公司122,942股普通股乃由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視為持有由邱安儀女士於本公司持有之所有股份之權益。

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

本公司另外1,411,666股份之購股權及4,916股普通股由謝達峰先生持有。

OTHER INFORMATION (Continued)

其他資料(續)

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

Notes: (continued)

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

Save as disclosed above and in the section headed "Share Option Scheme", as at 30 September 2018, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東及其他人士於本公司股份及相關股份的權益與淡倉(續)

附註：(續)

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

除上文及「購股權計劃」一節所披露者外，截至2018年9月30日，本公司並無獲告知有任何人士擁有本公司股份及／或相關股份之權益或淡倉而須根據證券及期貨條例第336條備存於本公司的登記冊內。

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

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

Ms. Yau On Yee, Annie, an executive Director, has been appointed as the Chairman and remains as a member of executive committee of Hong Kong Retail Management Association for the term of 2018–2020 with effect from 11 October 2018.

Mr. Chui Chi Yun, Robert, an independent non-executive Director, has resigned as an independent non-executive director of PPS International (Holdings) Limited (stock code: 8201) with effect from 31 July 2018, and has been appointed as the independent non-executive director of Asia Cassava Resources Holdings Limited (stock code: 841) with effect from 14 August 2018.

Mr. Chan Yue Kwong, Michael, an independent non-executive Director, has ceased to serve as the chairman of Business Enterprise Management Centre of the Hong Kong Management Association and a member of Business Facilitation Advisory Committee with effect from 1 July 2018.

根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，董事之資料變動如下：

執行董事邱安儀女士，自2018年10月11日起，獲委任為2018–2020年度香港零售管理協會之主席及繼續留任為2018–2020年度香港零售管理協會之執委會成員。

獨立非執行董事崔志仁先生，自2018年7月31日起，辭任寶聯控股有限公司（股份代號：8201）之獨立非執行董事，及自2018年8月14日起，獲委任為亞洲木薯資源控股有限公司（股份代號：841）之獨立非執行董事。

獨立非執行董事陳裕光先生，自2018年7月1日起，不再出任香港管理專業協會企業管理發展中心之主席及方便營商諮詢委員會之委員。

OTHER INFORMATION (Continued)

其他資料(續)

SHARE OPTION SCHEME

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

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

購股權計劃

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

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

SHARE OPTION SCHEME (continued)

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

購股權計劃(續)

於本期間內，根據2003年購股權計劃而授出的購股權變動情況載列於下表：

Name or category of participant 參與人士姓名或類別	Date of grant (dd/mm/yyyy) 授出日期 (日/月/年)	Number of share options 購股權數目					Outstanding as at 30 September 2018 截至2018年9月30日結餘	Adjusted exercise price per share 經調整之每股行使價格 (Note附註1)	Vesting/ Exercise Period (dd/mm/yyyy) 歸屬期/行使期 (日/月/年)
		Outstanding as at 1 April 2018 於2018年4月1日結餘	Granted during the Period 本期間內授出	Exercised during the Period 本期間內行使	Cancelled during the Period 本期間內註銷	Lapsed during the Period 本期間內失效			
Substantial shareholder 主要股東									
Tse Tat Fung, Tommy 謝達峰	01/03/2013	1,411,666	-	-	-	-	1,411,666	HK\$3.54	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		1,411,666	-	-	-	-	1,411,666		
Associate of Director/ substantial shareholder 董事/主要股東的聯繫人									
Tse Sui Luen 謝瑞麟 (Note附註2)	01/03/2013	933,333	-	-	-	-	933,333	HK\$3.54	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		933,333	-	-	-	-	933,333		
Employees 僱員									
In aggregate 合計 (Note附註3)	01/03/2013	3,325,000	-	-	-	(466,666)	2,858,334	HK\$3.54	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		3,325,000	-	-	-	(466,666)	2,858,334		
Service providers 服務供應商									
In aggregate 合計	01/03/2013	933,333	-	-	-	-	933,333	HK\$3.54	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020
Sub-total 小計		933,333	-	-	-	-	933,333		
Total 總數		6,603,332	-	-	-	(466,666)	6,136,666		

OTHER INFORMATION (Continued)

其他資料(續)

SHARE OPTION SCHEME (continued)

Notes:

1. *As a result of the Bonus Issue, adjustments were made to the exercise price and the number of shares to be allotted and issued upon full exercise of subscription rights attaching to the outstanding share options with effect from 4 August 2017. The exercise price per share indicated in the above table is the exercise price per share after the said adjustments were made on 4 August 2017. Prior to the adjustments, the exercise price per share in relation to share options granted on 1 March 2013 was HK\$4.13. For details, please refer to the announcement of the Company dated 4 August 2017.*
2. *Mr. Tse Sui Luen is the father of Mr. Tse Tat Fung, Tommy, a substantial shareholder of the Company, and the father-in-law of Ms. Yau On Yee, Annie, an executive Director. Pursuant to Chapter 14A of the Listing Rules, Mr. Tse Sui Luen is an associate of Mr. Tse Tat Fung, Tommy and Ms. Yau On Yee, Annie respectively.*
3. *This aggregate number includes the number of share options granted to Ms. Yau On Yee, Annie, an executive Director.*

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

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

購股權計劃(續)

附註:

1. 由於紅股發行，尚未行使購股權之行使價格及該等購股權所附認購權獲全面行使時將予配發及發行之股份數目已被調整，自2017年8月4日起生效。於前表所述之每股行使價格為於2017年8月4日調整後之每股行使價格。於調整前，有關於2013年3月1日授出之購股權之每股行使價格為港幣4.13元。有關詳情，請參閱本公司於2017年8月4日之公告。
2. 謝瑞麟先生為本公司主要股東謝達峰先生之父親及執行董事邱安儀女士之家翁。根據上市規則第14A章，謝瑞麟先生分別為謝達峰先生及邱安儀女士之聯繫人。
3. 此總數已包含授予執行董事邱安儀女士之購股權數目。

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

除上文所披露者外，於本期間概無購股權獲授出、行使、註銷或失效。

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

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

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS

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

購買、出售或贖回本公司的上市證券

本公司或其任何附屬公司於本期間概無購買、出售或贖回本公司的任何上市證券。

控股股東須履行的特定責任

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

OTHER INFORMATION (Continued)

其他資料(續)

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS (continued)

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

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

控股股東須履行的特定責任(續)

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

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

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS (continued)

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

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

控股股東須履行的特定責任(續)

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

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

OTHER INFORMATION (Continued)

其他資料(續)

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS (continued)

- B. Acting as guarantor for the subscription agreement with two institutional investors (continued)
Upon the occurrence of such an event of default, each Note holder shall have the right to require the Issuer to either redeem all or a part of such Notes held by such Note holder or in addition to and without prejudice to any of the Issuer's other payment obligations, pay default interest to such Note holder in the amount pursuant to the terms and conditions of the Notes.

CORPORATE GOVERNANCE

Compliance with the Corporate Governance Code of the Listing Rules

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

Code provision A.2.1

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

控股股東須履行的特定責任(續)

- B. 作為與兩間機構投資者所訂立認購協議之擔保人(續)
倘發生違約事件，各票據持有人有權要求發行人贖回該票據持有人持有的全部或部分票據，或在不損害發行人任何其他付款責任的情況下，按照票據的條款及條件支付該票據持有人的違約利息。

企業管治

遵守上市規則之企業管治守則

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

守則條文A.2.1

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

AUDIT COMMITTEE

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

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

By Order of the Board

Yau On Yee, Annie

Chairman

Hong Kong, 20 November 2018

審核委員會

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

董事進行證券交易之標準守則

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

承董事會命

邱安儀

主席

香港，2018年11月20日

TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED

(incorporated in Bermuda with limited liability)

謝瑞麟珠寶(國際)有限公司

(於百慕達註冊成立之有限公司)

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