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STS GEMS LIMITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31ST MARCH, 2019 (Expressed in Hong Kong dollars)

ASSETS NON-CURRENT ASSETS	Note	2019	2018
Property, plant & equipment	16	778,409	712,974
		778,409	712,974
CURRENT ASSETS			
Inventories		34,158,102	38,165,617
Trade and other receivables		24,157,936	
Amounts due from related parties		52,831,907	41,638,918
Prepayment		389,432	
Rental and utility deposits			351,154
Cash and bank balances		31,419,875	22,343,980
Tax refundable		659,428	22,343,980 0
		659,428	
		143,978,309	130,829,391
TOTAL ASSETS		144,756,718	131,542,365
			, , ,
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Share capital	7	8,750,000	8,750,000
Share premium			7,950,000
Retained profits			34,560,255
			51,260,255
<i>,</i>			
CURRENT LIABILITIES			
Trade and other payables		18,540,317	16,943,337
Amounts due to related parties	\$	50,432,267	
Amount due to parent undertaking of	the company	14,200,854	
Accrued expenses		3,454,089	
Provision for taxation		353,012	1,200,867
		86,980,540	80,282,110
TOTAL EQUITY AND LIABILITIES			131,542,365

The notes on page 7 to 16 are an integral part of these statements

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### STS GEMS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST MARCH, 2019

(Expressed in Hong Kong dollars)

|                                                              | Note       | 2019          | 2018          |
|--------------------------------------------------------------|------------|---------------|---------------|
| TURNOVER                                                     |            | 348,132,846   | 270,842,575   |
| LESS: COST OF SALES                                          |            | (303,784,872) | (232,791,823) |
| GROSS PROFIT                                                 |            | 44,347,974    | 38,050,751    |
| OTHER GAINS - NET                                            | <u>1</u> 3 | 2,129,629     | 2,143,910     |
| ADMINISTRATIVE EXPENSES                                      |            | (35,938,631)  | (28,137,095)  |
| FINANCE EXPENSES                                             | 11         | (2,384,864)   | (1,557,028)   |
| IMPAIRMENT LOSS RECOGNISED IN RESPECT OF<br>TRADE RECEIVABLE |            | 0             | (41,551)      |
| PROFIT/(LOSS) BEFORE INCOME TAX                              |            | 8,154,108     | 10,458,987    |
| INCOME TAX EXPENSES                                          | 10         | (1,638,185)   | (1,974,431)   |
| NET PROFIT/(LOSS) FOR THE YEAR                               |            | 6,515,923     | 8,484,557     |
| OTHER COMPREHENSIVE INCOME/(LOSS)                            |            | 0             | 0             |
| TOTAL COMPREHENSIVE INCOME/(LOSS)                            |            | 6,515,923     | 8,484,557     |

The notes on page 7 to 16 are an integral part of these statements

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# STS GEMS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2019

(Expressed in Hong Kong dollars)

|                                               |                                                          | Share<br>Premium |            | Total      |
|-----------------------------------------------|----------------------------------------------------------|------------------|------------|------------|
| Balance at 1/4/2017                           | 8,750,000                                                | 7,950,000        | 26,075,699 | 42,775,699 |
| Other comprehensive income/(1                 |                                                          | 0                | 0          | 0          |
| Income/(loss) for the year                    | 0                                                        | 0                | 8,484,557  |            |
| Total comprehensive income/(l<br>for the year | oss)                                                     |                  | 8,484,557  |            |
| Balance at 31/3/2018                          | 8,750,000                                                | 7,950,000        | 34,560,255 | 51,260,255 |
| Balance at 1/4/2018<br>as per above           | 8,750,000                                                | 7,950,000        | 34,560,255 | 51,260,255 |
| Other comprehensive income/(l                 |                                                          |                  | 0          | 0          |
| Income/(loss) for the year                    | 0                                                        | 0                | 6,515,923  | 6,515,923  |
| Total comprehensive income/(l<br>for the year | oss)                                                     |                  | 6,515,923  |            |
| Balance at 31/3/2019                          | 8,750,000<br>== <b>==</b> ============================== | 7,950,000        | 41,076,178 | 57,776,178 |

The notes on page 7 to 16 are an integral part of these statements

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# STS GEMS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH, 2019

(Expressed in Hong Kong dollars)

|                                                                                           | 2019                | 2018                |
|-------------------------------------------------------------------------------------------|---------------------|---------------------|
| Cash flows from operating activities<br>Profit/(loss) for the year<br>Adjustments for:    | 6,515,923           | 8,484,557           |
| - Depreciation                                                                            | 402,614             | 455,655             |
| - Interest income                                                                         |                     | (19,206)            |
| - Income tax                                                                              |                     | 1,974,431           |
| Operating cash flows before movements in<br>working capital<br>Changes in working capital |                     | 10,895,436          |
| - Inventories                                                                             | 4.007.516           | (8,628,044)         |
| - Trade and other receivables                                                             | • •                 | (28,442,974)        |
| - Trade and other payables                                                                | 7,546,284           | 40,726,169          |
| Cash generated from/(used in) operations                                                  |                     | 14,550,588          |
| Income tax refund/(paid)                                                                  | (3,145,467)         | (877,725)           |
| Net cash generated from/(used in)<br>operating activities                                 |                     | 13,672,863          |
| Cash flow from investing activities                                                       |                     |                     |
| Purchase of plant and equipment                                                           | (468,049)           | (266,493)           |
| Interest income                                                                           |                     | 19,206              |
| Net cash flow from/(used in) investing activities                                         | (426,943)           | (247,288)           |
| Net increase/(decrease) in cash and                                                       |                     |                     |
| cash equivalents                                                                          | 9,075,895           | 13,425,575          |
| Cash and cash equivalents at beginning of year                                            | 22,343,980          | 8,918,405           |
| Cash and cash equivalents at the end of year                                              |                     | 22,343,980          |
|                                                                                           | *================== | =================== |

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### STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. General information

STS Gems Limited is a limited liability company incorporated in Hong Kong. The address of its registered office as well as principal place of business is Room 506, 5/F., Hunghom Commercial Centre Tower A, No.39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong. The nature of its operations is trading and its principal activities are trading of semi-precious, precious stones and contracted manufacturing of jewellery. The ultimate parent undertaking of the group as well as the parent undertaking of the Company is Vaibhav Gems Limited, incorporated in India. The accompanying consolidated financial statements represent the operations of STS Gems Limited and PT. STS Bali and STS (Guangzhou) Trading Co. Limited (wholly owned subsidiaries of STS Gems Limited). The subsidiaries were engaged in general trading.

- 2. Statement of compliance with Hong Kong Financial Reporting Standards The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accounts (HKICPA), accounting principles generally accepted in Hong Kong, and the requirements of the Hong Kong Companies Ordinance. A summary of significant accounting policies is set out in note 3.
- 3. Summary of significant accounting policies.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. 3.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRS) and under the historical cost convention, as modified, where applicable, by the revaluation of buildings, available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

3.2 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with all banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

- 3.3 Turnover Turnover represents amounts involved to customers for goods sold net of trade discount where applicable.
- 3.4 Revenue recognition

Revenue comprises the fair value for the sale of goods and services, net of value-added tax, rebates and discounts. Revenue is recognized as follows:

Sales of goods

Sales of goods are recognized when the Company has delivered products to the customer, the customer has accepted the products and collectibility of the related receivable is reasonably assured.

### STS GEMS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- 3. Summary of significant accounting policies. (continued)
  - 3.5 Property, plant and equipment

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses, if any.

Depreciation is calculated to write off items of property, plant and equipment, less their residual value, if any, on a straight-line basis over their estimated useful lives as follows:

Furniture, fixtures and equipment 5 years

The residual value and useful life of an asset are reviewed at least at each financial year-end.

The group assesses at each reporting date whether there is any indication that any items of property, plant and equipment may be impaired and that an impairment loss recognised in prior periods for an item may have decreased. If any such indication exists, the company estimates the recoverable amount of the item. An impairment loss, being the amount by which the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, or a reversal of impairment loss is recognised immediately in profit or loss.

Gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised and is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

3.6 Impairment of assets

Assets that have an indefinite useful life are not subject to amortization, which are at least tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

3.7 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

3.8 Inventories

Inventories are stated at the lower of cost and net realisable value: Cost is determined using the first in first out method. The cost of finished goods and work-in-progress comprises design costs, materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. · . ·

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### STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- 3. Summary of significant accounting policies. (continued)
  - 3.9 Foreign currency translation
    - (a) Functional and presentation currency

The functional currency, being the currency of the primary economic environment in which the Company operates, is HK dollar. The presentation currency of the financial statements is also HK dollar.

(b) Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effort of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of transactions); and
- (iii) all resulting exchange differences are recognized as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognized in the income statement as part of the gain or loss on sale.

3.10 Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the period of the lease. ۰ ۲

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STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- 3. Summary of significant accounting policies. (continued)
  - 3.11 Related parties
    - A related party is a person or entity that is related to the entity that is preparing its financial statements (i.e. reporting entity).
    - (a) A person or a close member of that person's family is related to a reporting entity if that person:
      - (i) has control or joint control over the reporting entity;
      - (ii) has significant influence over the reporting entity; or
      - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
    - (b) An entity is related to a reporting entity if any of the following conditions applies:
      - (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
      - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
      - (iii) Both entities are joint ventures of the same third party.
      - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
      - (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
      - (vi) The entity is controlled or jointly controlled by a person identified in (a).
      - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
      - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
  - 3.12 Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the income statement. · ·

### STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- 3. Summary of significant accounting policies. (continued)
  - 3.13 Consolidation

The consolidated financial statements include the financial statements of the company and all its subsidiaries made up to 31 December.

Subsidiaries

Subsidiaries are those entities in which the company, directly or indirectly, controls the composition of the board of directors, controls more than half the voting power or holds more than half of the issued share capital.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost acquisition over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

In the company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted by the company on the basis of dividend received and receivable.

4. The group has not early applied any of the following new and revised Standards, Amendments and interpretations which have been issue but are not yet effective for the period under report. The directors of the Company anticipate that the application of the new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

5. Cash and cash equivalents

|    | Cash at bank                                                                          | 2019<br>31,419,875  | 2018<br>22,343,980 |
|----|---------------------------------------------------------------------------------------|---------------------|--------------------|
| 6. | Expenses by nature<br>Expenses included in cost of goods sold<br>analyzed as follows: | and operating exper | ises are           |
|    |                                                                                       | 2019                | 2018               |
|    | Depreciation                                                                          | 402,614             | 455,655            |
|    | Employee benefit expenses                                                             | 22,236,336          | 16,221,740         |
|    | Auditors' remuneration                                                                | 124,000             | 113,000            |
| 7. | Share capital<br>Issued & paid up: 87,500 ordinary shares                             | 2019<br>8,750,000   | 2018<br>8,750,000  |
|    |                                                                                       |                     |                    |

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## STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| 8.  | Directors' remuneration                                                                                                                                                                                                           | 2019                                    | 2018                   |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------|
|     | Fees                                                                                                                                                                                                                              | 0                                       | 0                      |
|     | Other emoluments                                                                                                                                                                                                                  | 1,040,000                               | 1,040,000              |
|     |                                                                                                                                                                                                                                   | 1,040,000                               |                        |
| 9.  | Deferred Tax<br>There is no material deferred tax liability or as<br>accounts. (2018: Nil)                                                                                                                                        | sset not recognis                       | sed in the             |
| 10. | Income Tax Expense<br>Hong Kong profits tax has been provided at the ra<br>assesable profits up to \$2,000,000 and 16.5% of<br>assessable profits over \$2,000,000 for the year.<br>Current income tax<br>- Hong Kong profits tax | on any part of<br>(2018: 16.5%)<br>2019 | estimated 2018         |
|     | Tax concessions                                                                                                                                                                                                                   |                                         | (30,000)               |
|     |                                                                                                                                                                                                                                   | 1,348,516                               |                        |
|     | The tax on the Company's profit before tax diffe<br>amount that would arise using the tax rate a<br>follows.<br>Profit/(loss) before tax                                                                                          | applicable to p<br>6,821,637            | rofit as               |
|     | Tax calculated at domestic tax rate                                                                                                                                                                                               | 960.569                                 | 1,577,487              |
|     | Income not subject to tax                                                                                                                                                                                                         | (43,325)                                | (48,551)               |
|     | Expense not deductible for tax purposes                                                                                                                                                                                           | 451,272                                 | (48,551)<br>429,844    |
|     | Utilisation of previously unrecognised tax losses                                                                                                                                                                                 | . 0                                     | (196,820)              |
|     | Tax concessions                                                                                                                                                                                                                   | (20,000)                                | (30,000)               |
|     | Tax expense                                                                                                                                                                                                                       |                                         | 1,731,960              |
|     | Indonesia profits tax                                                                                                                                                                                                             | 289,669                                 | 242,471                |
|     |                                                                                                                                                                                                                                   | **==###=###                             |                        |
| 11. | Finance costs                                                                                                                                                                                                                     | 2019                                    | 2018                   |
|     | Bank charges                                                                                                                                                                                                                      | 558,020                                 | 430,955                |
|     | Interest paid - TR loans                                                                                                                                                                                                          | 1,826,844                               |                        |
|     |                                                                                                                                                                                                                                   | 2,384,864                               |                        |
| 10  | Operating leases commitments - where the Group is                                                                                                                                                                                 | the lease                               | ***********            |
| 12, | The Group leases offices under non-cancellable op<br>The future aggregate minimum lease payments                                                                                                                                  | erating lease ag                        | reements.<br>ncellable |
|     | operating leases are as follows:                                                                                                                                                                                                  | 2019                                    | 2018                   |
|     | Not lator than 1 year                                                                                                                                                                                                             | 2019                                    | 179,200                |
|     | Not later than 1 year                                                                                                                                                                                                             | 0                                       | 119,200                |
|     | Later than 1 year and not later than 5 years<br>Later than 5 years                                                                                                                                                                | 0                                       | 0                      |
| 13. | Other gains - net                                                                                                                                                                                                                 | 2019                                    | 2018                   |
|     | Interest income                                                                                                                                                                                                                   | 41,106                                  | 19,206                 |
|     | Sundry income                                                                                                                                                                                                                     | 177,471                                 | 2,808                  |
|     |                                                                                                                                                                                                                                   | 185,351                                 | 406,285                |
|     | Exchange gain<br>Commission received                                                                                                                                                                                              | 1,725,701                               |                        |
|     |                                                                                                                                                                                                                                   | 2,129,629                               | 2,143,910              |
|     |                                                                                                                                                                                                                                   |                                         |                        |

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## STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

14. Capital Management

Capital comprises share capital and reserves on the consolidated statement of financial position. The group's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders. The group manages capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity ratio analyses.

2019 2018 15. Investment in subsidiaries 3,900,000 780,000 Unquoted shares, at cost \_\_\_\_\_\_ Proportion of nominal value of Nominal value issued ordinary of issued share capital held by Place of ordinary Name of company incorporation share capital the company the group \_\_\_\_\_\_ PT. STS Bali Indonesia USD100,000.00 100% 100% STS (Guangzhou) 100% Trading Co. Limited PRC USD200,000 100%

The principal activities of the subsidiaries are general trading.

| COST OR VALUATION         At 31 March 2017       6,982,715       6,982,         Additions       266,493       266,         Disposals       0       0         At 31 March 2018       7,249,209       7,249,2         Additions       468,049       468,1         Disposals       0       0 | 93<br>0 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| Additions       266,493       266,         Disposals       0       0         At 31 March 2018       7,249,209       7,249,2         Additions       468,049       468,0                                                                                                                   | 93<br>0 |
| Disposals         0           At 31 March 2018         7,249,209         7,249,2           Additions         468,049         468,1                                                                                                                                                        | 0       |
| At 31 March 2018 7,249,209 7,249,3<br>Additions 468,049 468,1                                                                                                                                                                                                                             |         |
| Additions 468,049 468,                                                                                                                                                                                                                                                                    | 0.0     |
|                                                                                                                                                                                                                                                                                           |         |
|                                                                                                                                                                                                                                                                                           | 149     |
|                                                                                                                                                                                                                                                                                           |         |
| At 31 March 2019 7,717,258 7,717,                                                                                                                                                                                                                                                         | 58<br>5 |
| DEPRECIATION AND IMPAIRMENT                                                                                                                                                                                                                                                               |         |
| At 31 March 2017 (6,080,581) (6,080,5                                                                                                                                                                                                                                                     |         |
| Provided for the year (455,655) (455,                                                                                                                                                                                                                                                     | 55)     |
| Eliminated on disposals 0                                                                                                                                                                                                                                                                 | 0       |
| At 31 March 2018 (6,536,235) (6,536,2                                                                                                                                                                                                                                                     | 35)<br> |
| Provided for the year (402,614) (402,6                                                                                                                                                                                                                                                    | 14)     |
| Eliminated on disposals 0                                                                                                                                                                                                                                                                 |         |
| At 31 December 2019 (6,938,850) (6,938,8                                                                                                                                                                                                                                                  | 50)<br> |
| CARRYING AMOUNTS                                                                                                                                                                                                                                                                          |         |
| At 31 March 2019 778,409 778,4                                                                                                                                                                                                                                                            | 09      |
| At 31 March 2018 712,974 712,5                                                                                                                                                                                                                                                            |         |
|                                                                                                                                                                                                                                                                                           |         |

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STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| 17. |    | lated-party transactions<br>a following transactions were carried out with | related parties.<br>2019 | 2018                 |
|-----|----|----------------------------------------------------------------------------|--------------------------|----------------------|
|     | a) | Amounts due to related parties                                             | 2019                     | 2010                 |
|     | ., | Beginning of the year                                                      | 45,581,544               | 19,716,277           |
|     |    | Amount received/(repayment) during year                                    | 4,850,722                | 25,865,267           |
|     |    |                                                                            |                          |                      |
|     |    | End of the year                                                            | 50,432,267               | 45,581,544           |
|     |    |                                                                            |                          | ==================== |
|     | b) | Amounts due from related parties                                           |                          |                      |
|     | 27 | Beginning of the year                                                      | 41,638,918               | 31,348,984           |
|     |    | Amounts advanced/(repayments received)                                     |                          |                      |
|     |    | during year                                                                | 11,192,989               | 10,289,934           |
|     |    |                                                                            |                          |                      |
|     |    | End of the year                                                            | 52,831,907               |                      |
|     |    |                                                                            |                          |                      |
|     | c) | Purchases of goods                                                         | 46,247,387               | 34,011,597           |
|     | -, |                                                                            |                          |                      |
|     |    |                                                                            |                          |                      |
|     | d) | Sale of goods                                                              | 291,520,124              | 217,662,723          |
|     |    |                                                                            |                          |                      |

18. Financial instruments

Exposure to foreign currency, credit, liquidity and cash flow interest rate risks arises in the normal course of the group's business. These risks are limited by the consolidated financial management policies and practices, which are described below.

#### Foreign currency risk

The group has no significant exposure to foreign currency risk as substantially all of the group's transactions are denominated in Hong Kong dollars and US dollars (which is linked to HK dollars at the rate of 1 US\$ to 7.8 HK\$).

### Credit risk

The group's principal financial assets are bank balances. The credit risk on liquid funds is limited because the counterparty is an authorized financial institution listed in the Hong Kong Stock Exchange and regulated under the Hong Kong Banking Ordinance.

## Cash flow interest rate risk

The group is exposed to interest rate risk through the impact of rate changes on interest-bearing borrowings. The group's policy is to obtain the most favourable interest rates available for its borrowings. Except for the group's borrowings, the group has no significant interest-bearing assets and liabilities. Cash at bank earns interest rates based on daily bank deposit rates. The group does not use any derivative instruments to reduce its economic exposure to changes in interest rates. . .

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### STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

19. Critical accounting judgements and key sources of estimation uncertainty In the application of the Group's accounting policies, which are described in note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods

At report period ending date there was no estimation uncertainty that will cause material adjustment to the book values of assets and liabilities in the following year.

| 20. | Movement in the reserves of the company<br>Retained profits/(losses) | 2019       | 2018                  |
|-----|----------------------------------------------------------------------|------------|-----------------------|
|     | <b>T 1 1</b>                                                         |            |                       |
|     | Balance at beginning of year                                         | 32,109,542 | 24,280,972            |
|     | Profit/(loss) for the year                                           | 5,473,121  | 7,828,570             |
|     |                                                                      |            |                       |
|     | Balance at end of year                                               | 37,582,663 | 32,109,542            |
|     |                                                                      |            | ===================== |
|     |                                                                      |            |                       |

21. Approval of financial statements These financial statements were authorised for issue by the board of directors on 14th May, 2019.

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# STS GEMS LIMITED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

23. Company-level statement of financial position of the company This statement of financial position is a separate financial statement. Its accounting policy in respect of the investments in subsidiaries is set out in note 3.13 to consolidated financial statements.

| ASSETS                                                                          | 2019<br>HK\$         | 2018<br>HK\$             |
|---------------------------------------------------------------------------------|----------------------|--------------------------|
| NON-CURRENT ASSETS<br>Property, plant & equipment<br>Investment in subsidiaries | 485,016<br>2,340,000 | 780,000                  |
|                                                                                 | 2,825,016            | 1,438,109                |
| CURRENT ASSETS                                                                  |                      |                          |
| Inventories                                                                     | 33,902,126           | 37,955,298               |
| Trade and other receivables                                                     | 19,891,006           | 23,018,065               |
| Amounts due from related parties                                                | 52,831,907           | 41,638,918               |
| Amounts due from subsidiaries                                                   | 2,182,995            | 2,378,170                |
| Prepayment                                                                      | 97,963               | 234,015                  |
| Rental and utility deposits                                                     | 361,629              | 351,154                  |
| Cash and bank balances                                                          | 28,189,091           | 21,026,303               |
| Tax refundable                                                                  | 4 <b>49</b> ,264     | × 0                      |
|                                                                                 | 137,901,982          | 126,601,924              |
| TOTAL ASSETS                                                                    | 140.726,998          | 128,040,032              |
| 1011EL 1.20210                                                                  |                      |                          |
|                                                                                 |                      | ساھ                      |
| EQUITY AND LIABILITIES                                                          |                      |                          |
| CAPITAL AND RESERVES                                                            | ,                    |                          |
| Share capital                                                                   | 8,750,000            |                          |
| Share premium                                                                   | 7,950,000            |                          |
| Reserves                                                                        | 37,582,663           |                          |
|                                                                                 |                      | 48,809,542               |
|                                                                                 |                      |                          |
| CURRENT LIABILITIES                                                             | 10 257 122           | 10 100 001               |
| Trade and other payables                                                        | 18,357,133           | 16,160,981<br>45,581,544 |
| Amounts due to related parties                                                  | 14,200,854           |                          |
| Amount due to parent undertaking of the company                                 | 3,454,081            |                          |
| Accrued expenses<br>Provision for taxation                                      | 0                    |                          |
|                                                                                 |                      |                          |
|                                                                                 | 86,444,336           | 79,230,490               |
|                                                                                 |                      |                          |
| TOTAL EQUITY AND LIABILITIES                                                    | 140,726,998          | 128,040,032              |

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## STS GEMS LIMITED CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (FOR MANAGEMENT PURPOSES ONLY) (Expressed in Hong Kong dollars)

| 38, 165, 617<br>267, 089, 571<br>12, 012, 180<br>65, 837<br>19, 736, 567<br>236, 909<br>506, 704<br>129, 589<br>(34, 158, 102)<br>303, 784, 872<br>44, 347, 974<br>41, 106<br>1, 725, 701<br>177, 471 | 29,537,573<br>215,671,699<br>9,115,928<br>359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| 38, 165, 617<br>267, 089, 571<br>12, 012, 180<br>65, 837<br>19, 736, 567<br>236, 909<br>506, 704<br>129, 589<br>(34, 158, 102)<br>303, 784, 872<br>44, 347, 974<br>41, 106<br>1, 725, 701<br>177, 471 | 29,537,573<br>215,671,699<br>9,115,928<br>359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>      |
| 267,089,571<br>12,012,180<br>65,837<br>19,736,567<br>236,909<br>506,704<br>129,589<br>(34,158,102)<br>                                                                                                | 215,671,699<br>9,115,928<br>359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611 |
| 267,089,571<br>12,012,180<br>65,837<br>19,736,567<br>236,909<br>506,704<br>129,589<br>(34,158,102)<br>                                                                                                | 215,671,699<br>9,115,928<br>359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611 |
| 12,012,180 $65,837$ $19,736,567$ $236,909$ $506,704$ $129,589$ $(34,158,102)$ $303,784,872$ $44,347,974$ $41,106$ $1,725,701$ $177,471$                                                               | 9,115,928<br>359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                |
| 65,837<br>19,736,567<br>236,909<br>506,704<br>129,589<br>(34,158,102)<br><br>303,784,872<br>                                                                                                          | 359<br>15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                             |
| 19,736,567<br>236,909<br>506,704<br>129,589<br>(34,158,102)<br>303,784,872<br>44,347,974<br>41,106<br>1,725,701<br>177,471                                                                            | 15,112,904<br>401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                                    |
| 236,909<br>506,704<br>129,589<br>(34,158,102)<br>303,784,872<br>44,347,974<br>41,106<br>1,725,701<br>177,471                                                                                          | 401,844<br>987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                                                  |
| 506,704<br>129,589<br>(34,158,102)<br>303,784,872<br>44,347,974<br>41,106<br>1,725,701<br>177,471                                                                                                     | 987,821<br>129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                                                             |
| 129,589<br>(34,158,102)<br>                                                                                                                                                                           | 129,313<br>(38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                                                                        |
| (34,158,102)<br>303,784,872<br>44,347,974<br>41,106<br>1,725,701<br>177,471                                                                                                                           | (38,165,617)<br>232,791,823<br>38,050,751<br>19,206<br>1,715,611                                                                                   |
| 303,784,872<br>44,347,974<br>41,106<br>1,725,701<br>177,471                                                                                                                                           | 232,791,823<br>38,050,751<br>19,206<br>1,715,611                                                                                                   |
| 44,347,974<br>41,106<br>1,725,701<br>177,471                                                                                                                                                          | 38,050,751<br>19,206<br>1,715,611                                                                                                                  |
| 41,106<br>1,725,701<br>177,471                                                                                                                                                                        | 19,206<br>1,715,611                                                                                                                                |
| 1,725,701<br>177,471                                                                                                                                                                                  | 1,715,611                                                                                                                                          |
| 177,471                                                                                                                                                                                               | 1,715,611<br>2,808                                                                                                                                 |
| 177,471                                                                                                                                                                                               | 2,808                                                                                                                                              |
| 185,351                                                                                                                                                                                               |                                                                                                                                                    |
|                                                                                                                                                                                                       | 406,285                                                                                                                                            |
| 2,129,629                                                                                                                                                                                             | 2,143,910                                                                                                                                          |
|                                                                                                                                                                                                       | 40,194,661                                                                                                                                         |
| 35,938,631                                                                                                                                                                                            | 28,137,095                                                                                                                                         |
| 2,384,864                                                                                                                                                                                             | 1,557,028                                                                                                                                          |
|                                                                                                                                                                                                       |                                                                                                                                                    |
| 0                                                                                                                                                                                                     | 41,551                                                                                                                                             |
|                                                                                                                                                                                                       | 29,735,674                                                                                                                                         |
|                                                                                                                                                                                                       | 10,458,987                                                                                                                                         |
|                                                                                                                                                                                                       | (1,974,431)                                                                                                                                        |
|                                                                                                                                                                                                       | 8,484,557                                                                                                                                          |
|                                                                                                                                                                                                       | 26,075,699                                                                                                                                         |
|                                                                                                                                                                                                       |                                                                                                                                                    |
|                                                                                                                                                                                                       | 0<br>38,323,495<br>8,154,108<br>(1,638,185)<br>6,515,923                                                                                           |

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## STS GEMS LIMITED SCHEDULES TO CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (FOR MANAGEMENT PURPOSES ONLY) (Expressed in Hong Kong dollars)

| ADMINISTRATIVE EXPENSES:     |  |
|------------------------------|--|
| Advertisements & exhibitions |  |

| Advertisements & exhibitions          | 102,977            | 57,337     |
|---------------------------------------|--------------------|------------|
| Auditors' remuneration                | 124,000            | 113,000    |
| Agency fee                            | 3,333              | 0          |
| Business registration fees            | 2,250              | 2,250      |
| Business entertainment                | 594,193            | 215,426    |
| Business travelling                   | 1,799 <b>,</b> 993 | 1,456,982  |
| Computer expenses                     | 1,006,508          | 681,276    |
| Cleaning                              | 82,781             | 52,381     |
| Commission paid                       | 963,836            | 1,258,714  |
| Courier charges                       | 121,811            | 127,182    |
| Depreciation                          | 402,614            | 455,655    |
| Electricity, gas & water              | 287,937            | 291,856    |
| Exchange loss                         | 473,070            | 780,536    |
| Enterprise income tax (China factory) | 400,777            | 418,075    |
| ESOP cost                             | 277,805            | 0          |
| Insurance                             | 268,638            | 208,244    |
| Legal and professional fees           | 614,840            | 664,129    |
| MPF contribution                      | 1,651,934          | 1,454,408  |
| Management fee                        | 195,170            | 109,082    |
| Office refreshments                   | 85,665             | 65,311     |
| Organization costs                    | 172,876            | 0          |
| Printing and stationery               | 109,040            | 85,872     |
| Postage & courier                     | 137                | 250        |
| Rates & rent                          | 1,270,402          | 1,129,115  |
| Repairs and maintenance               | 233,329            | 329,138    |
| Salaries and allowances               | 22,236,336         | 16,221,740 |
| Staff welfare & training              | 1,173,694          | 889,544    |
| Sundry expenses                       | 49,138             | 35,765     |
| Subscription                          | 658                | 1,213      |
| Sample expenses                       | 107,641            | 16,183     |
| Stamp duty                            | 27,159             | 12,675     |
| Telephones and fax                    | 346,725            | 347,554    |
| Transportation                        | 751,365            | 656,201    |
|                                       | 35,938,631         | 28,137,095 |
|                                       |                    |            |

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2019

FINANCE EXPENSES:

| Interest paid - TR loans | 1,826,844 | 1,126,073 |
|--------------------------|-----------|-----------|
| Bank charges             | 558,020   | 430,955   |

2,384,864 1,557,028

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## STS GEMS LIMITED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (FOR MANAGEMENT PURPOSES ONLY) (Expressed in Hong Kong dollars)

|                                                               | 2019                                    |                  |
|---------------------------------------------------------------|-----------------------------------------|------------------|
| TURNOVER                                                      | 317,302,053                             |                  |
| COST OF SALES                                                 |                                         |                  |
| Opening inventories                                           | 37,955,298                              |                  |
| Purchases                                                     | 241,290,133                             | 194,457,041      |
| Labour charges                                                | 12,012,180                              | 9,115,928        |
| Design charges                                                | 65,837                                  |                  |
| Freight & insurance                                           |                                         | 15,112,904       |
| Packing material                                              | 236,909<br>506,704                      | 401,844          |
| Moulding charges                                              | 506,704                                 | 987,821          |
| Declarations, Licence and C.O fees                            | 129,589                                 |                  |
| Less: Closing inventories                                     |                                         | (37,955,298)     |
|                                                               |                                         | 211,703,049      |
| GROSS PROFIT                                                  | 39,270,964                              | 36,647,446       |
| OTHER INCOME                                                  |                                         |                  |
| Interest income                                               | 34,266                                  | 322              |
| Commission received                                           | 1,725,701                               | 322<br>1,715,611 |
| Exchange gain                                                 | 0                                       | 0                |
| Sundry income                                                 | 46,002                                  | 2,808            |
|                                                               |                                         | 1,718,741        |
|                                                               | 41,076,932                              | 38,366,186       |
| ADMINISTRATIVE EXPENSES - per schedule                        |                                         | 27,217,826       |
| FINANCE EXPENSES - per schedule                               | 2,371,031                               | 1,546,280        |
|                                                               |                                         |                  |
| IMPAIRMENT LOSS RÉCOGNISED IN RESPECT OF<br>TRADE RECEIVABLES | 0                                       | 41,551           |
|                                                               |                                         | 28,805,656       |
| PROFIT/(LOSS) BEFORE TAXATION                                 | 6,821,637                               | 9,560,530        |
| TAXATION                                                      | (1,348,516)                             | (1,731,960)      |
| NET PROFIT/(LOSS) FOR THE YEAR                                | 5,473,121                               | 7,828,570        |
| RETAINED PROFITS BROUGHT FORWARD                              | 32,109,542                              | 24,280,972       |
| RETAINED PROFITS/(LOSSES) CARRIED FORWARD                     | • •                                     | 32,109,542       |
|                                                               | ======================================= |                  |

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## STS GEMS LIMITED SCHEDULES TO INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (FOR MANAGEMENT PURPOSES ONLY) (Expressed in Hong Kong dollars)

| 2019   | 2018       |
|--------|------------|
| 02,977 | 57,337     |
| 24,000 | 113,000    |
| 3,333  | 0          |
| 2,250  | 2,250      |
| 94,085 | 215,426    |
| 55,639 | 1,379,684  |
| 25,435 | 654,460    |
| 74,276 | 52,381     |
| 53,836 | 1,258,714  |
| 21,811 | 127,182    |
| 53,425 | 448,993    |
| 57,607 | 285,483    |
| 26,021 | 733,689    |
| 0,777  | 418,075    |
| 57,507 | 208,244    |
| 97,085 | 603,102    |
| )7,708 | 1,454,408  |
| 95,170 |            |
| 35,333 | 65,311     |
| 90,246 | 85,872     |
| 35     | 250        |
| 31,008 | 1,073,602  |
| 94,508 | 319,598    |
| 56,857 | 15,670,280 |
| 53,395 | 875,706    |
| 925    | 3,551      |
| 658    | 1,213      |
| )7,641 | 16,183     |
| 27,159 | 12,675     |
| ¥6,786 | 321,408    |
| 26,771 | 650,663    |
| 34,264 | 27,217,826 |
| 3      | 6,771      |

## FINANCE EXPENSES:

Bank charges Interest paid - TR loans

| 545,139                                 | 420,207     |
|-----------------------------------------|-------------|
| 1,825,892                               | 1,126,073   |
|                                         |             |
| 2,371,031                               | 1,546,280   |
| ======================================= | *********** |