



## **Joyas International Holdings Limited**

(Incorporated in Bermuda)

Company Registration Number: 38991

Financial Statement And Related Announcement  
For the financial year ended 31 December 2018

## JOYAS INTERNATIONAL HOLDINGS LIMITED

### Unaudited Full Year Financial Statement And Related Announcement for the Financial Year Ended 31/12/2018

#### PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

##### 1(a) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### Consolidated Statement Of Profit Or Loss And Other Comprehensive Income For the year ended 31 December 2018

##### The Group

	2018 (Unaudited) HK\$'000	2017 (Published* ("Published")) HK\$'000	Increase/ (Decrease) %
<b>Revenue</b>	2,565	1,981	29.5
Other income	1,269	1,384	(8.3)
Administrative expenses	(6,771)	(8,439)	(19.8)
Other operating expenses	-	(222)	(100.0)
Finance costs	(1,674)	(1,741)	(3.8)
Share of profit of an associate	303	-	100.0
<b>Loss before income tax</b>	<u>(4,308)</u>	<u>(7,037)</u>	(38.8)
Income tax expense	-	(157)	(100.0)
<b>Loss for the year</b>	<u><u>(4,308)</u></u>	<u><u>(7,194)</u></u>	(40.1)
<b>Other comprehensive income after tax:</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Foreign currency translation differences	<u>(780)</u>	<u>(33)</u>	2263.6
<b>Other comprehensive loss for the year, net of tax of nil</b>	<u>(780)</u>	<u>(33)</u>	2263.6
<b>Total comprehensive loss for the year</b>	<u><u>(5,088)</u></u>	<u><u>(7,227)</u></u>	(29.6)

\* As per published accounts in the Annual Report of the Company for the financial year ended 31 December 2017.

## The Group

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000	Increase (Decrease) %
<b>Loss attributable to:</b>			
Owners of the Company	(3,776)	(6,595)	(42.7)
Non-controlling interests	<u>(532)</u>	<u>(599)</u>	(11.2)
	<u>(4,308)</u>	<u>(7,194)</u>	(40.1)
<b>Total comprehensive loss attributable to:</b>			
Owners of the Company	(4,556)	(6,594)	(30.9)
Non-controlling interests	<u>(532)</u>	<u>(633)</u>	(16.0)
	<u>(5,088)</u>	<u>(7,227)</u>	(29.6)

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

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000	Increase/ (Decrease) %
Interest income	(38)	(60)	(36.7)
Fair value (gain)/loss on derivative component of convertible bonds	(277)	96	(388.5)
Fair value gain on warrants	(5)	(59)	(91.5)
Fair value gain on loan and advances	(584)	-	100.0
Auditors' remuneration	638	810	(21.2)
Bad debts written off	-	125	(100.0)
Depreciation of property, plant and equipment	24	28	(14.3)
Write-off of intangible assets	-	600	(100.0)
Gain on Disposal of JGL Group (Note 1), net	-	(1,265)	(100.0)
Gain on Disposal of Shares PT Global (Note 2), net	(364)	-	100.0
Share of profit of an associate of PT Global (Note 2)	(303)	-	100.0
Foreign exchange loss, net	1,235	1,860	(33.6)
Operating lease expense in respect of rented premises	151	339	(55.5)
Interest expenses	<u>1,674</u>	<u>1,741</u>	(3.8)

Note 1: Refers to Sale and Purchases Agreement between the Company and the purchaser of Joyas Group Limited and its subsidiaries (together "JGL Group") ("**Disposal of JGL Group**") whereby the purchaser shall be entitled to all income and responsible for all expenses of JGL Group on or after 1 January 2017. Please refer to the Company's announcement with respect to the Proposed Disposal of JGL Group dated 25 May 2017 and Annual Report 2017 of the Company.

Note 2: On 10 October 2018, the Group had, through the Company's 70%-owned subsidiary, Hong Kong Silver Basic Group Limited "HK Silver", disposed of 1,954,350 ordinary shares, representing 15% of the issued and paid-up share capital of PT Global Linker Indonesia "PT Global" to Fill Stone International Limited, an independent third party. Please refer to the Company's announcement with respect to the Disposal of Shares in PT Global Linker Indonesia ("**Disposal of Shares in PT Global**") dated 28 January 2019.

**1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.**

**Statement of Financial Position  
As at 31 December 2018**

**The Group**

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	5	62
Investment in an associate	2,935	-
	<u>2,940</u>	<u>62</u>
<b>Current assets</b>		
Trade and other receivables	61,261	76,484
Pledged bank deposits	5,460	5,416
Cash and bank balances	6,477	3,846
	<u>73,198</u>	<u>85,746</u>
<b>TOTAL ASSETS</b>	<u><u>76,138</u></u>	<u><u>85,808</u></u>
<b>EQUITY</b>		
<b>Capital and Reserves</b>		
Share capital	19,139	19,139
Accumulated losses	(94,797)	(91,021)
Other reserves	111,888	111,546
	<u>36,230</u>	<u>39,664</u>
Attributable to owners of the Company	36,230	39,664
<b>Non-controlling interests</b>	<u>(508)</u>	<u>2,241</u>
<b>Total equity</b>	<u><u>35,722</u></u>	<u><u>41,905</u></u>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Convertible bonds	21,201	21,569
Warrants	5	10
	<u>21,206</u>	<u>21,579</u>
<b>Current liabilities</b>		
Trade and other payables	17,683	16,615
Borrowings	1,372	5,552
Current tax liabilities	155	157
	<u>19,210</u>	<u>22,324</u>
<b>Total liabilities</b>	<u><u>40,416</u></u>	<u><u>43,903</u></u>
<b>Total equity and liabilities</b>	<u><u>76,138</u></u>	<u><u>85,808</u></u>

**Statement of Financial Position (continued)**  
**As at 31 December 2018**

**The Company**

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Subsidiaries	<u>8</u>	<u>8</u>
<b>Current assets</b>		
Trade and other receivables	54,809	59,103
Cash and bank balances	<u>494</u>	<u>731</u>
	<u>55,303</u>	<u>59,834</u>
<b>Total assets</b>	<u><u>55,311</u></u>	<u><u>59,842</u></u>
<b>EQUITY</b>		
<b>Capital and Reserves</b>		
Share capital	19,139	19,139
Accumulated losses	(115,157)	(110,716)
Other reserves	<u>129,564</u>	<u>129,317</u>
<b>Total equity</b>	<u><u>33,546</u></u>	<u><u>37,740</u></u>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Convertible bonds	21,201	21,569
Warrants	<u>5</u>	<u>10</u>
	<u>21,206</u>	<u>21,579</u>
<b>Current liabilities</b>		
Trade and other payables	<u>559</u>	<u>523</u>
	<u>559</u>	<u>523</u>
<b>Total liabilities</b>	<u><u>21,765</u></u>	<u><u>22,102</u></u>
<b>Total equity and liabilities</b>	<u><u>55,311</u></u>	<u><u>59,842</u></u>

## 1(b)(ii) Aggregate amount of group's borrowings and debt securities.

### Amount repayable in one year or less, or on demand

As at 31 December 2018		As at 31 December 2017	
Secured (Unaudited) HK\$'000	Unsecured HK\$'000	Secured (Published) HK\$'000	Unsecured HK\$'000
-	1,372	4,300	1,252

### Amount repayable after one year

As at 31 December 2018		As at 31 December 2017	
Secured (Unaudited) HK\$'000	Unsecured HK\$'000	Secured (Published) HK\$'000	Unsecured HK\$'000
-	21,503	-	21,569

### Details of any collateral

As at 31 December 2018, the Group's banking facilities granted amounted to approximately HK\$5.5 million (31 December 2017: approximately HK\$5.4 million) of which HK\$Nil (31 December 2017: approximately HK\$4.3 million) were utilised. These facilities were secured by legal charges over certain bank deposits of the Group, and personal guarantee was provided by a non-executive director of the Company.

As at 31 December 2018, the Group's other borrowings amounted to approximately HK\$1.4 million (31 December 2017: approximately HK\$1.3 million). The facilities were secured by personal guarantees from the director, shareholders and employee of a subsidiary.

As at 31 December 2018, the Group's outstanding principal amount of convertible bonds amounted to approximately S\$3.5 million, equivalent to approximately HK\$20.0 million (31 December 2017: approximately S\$3.5 million, equivalent to approximately HK\$20.0 million).

**1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**Consolidated Statement of Cash Flows  
For the year ended 31 December 2018**

**The Group**

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000
<b>Cash flows from operating activities</b>		
Loss before income tax:	(4,308)	(7,037)
Adjustments for:		
Interest income	(38)	(60)
Depreciation of property, plant and equipment	24	28
Share-based payment expense	247	456
Gain on Disposal of JGL Group, net	-	(1,265)
Gain on Disposal of Shares in PT Global, net	(364)	-
Fair value (gain) /loss on derivative component of convertible bonds	(277)	96
Fair value gain on warrants	(5)	(59)
Fair value gain on loans and advances	(584)	-
	-	-
Unrealised exchange loss	1,089	1,311
Write-off of intangible asset	-	600
Interest expenses	1,674	1,741
Operating loss before working capital changes	(2,542)	(4,189)
Changes in trade and other receivables	992	(4,085)
Changes in loan and advances	2,280	(12,780)
Changes in trade and other payables	901	(549)
<b>Cash generated from/(used in) operations</b>	1,631	(21,603)
Income tax refund/(paid)	73	(101)
<b>Net cash generated from/(used in) operating activities</b>	1,704	(21,704)
<b>Cash flows from investing activities</b>		
Net Cash inflow/(outflow) from Disposal of JGL Group (Note A)	7,500	(2,917)
Net Cash outflow from Disposal of Shares in PT Global (Note B)	(8)	-
Interest received	38	60
<b>Net cash generated from/(used in) investing activities</b>	7,530	(2,857)



**Consolidated Statement of Cash Flows (continued)**  
**For the year ended 31 December 2018**

**The Group (continued)**

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000
<b>Cash flows from financing activities</b>		
Interest paid on convertible bonds	(1,464)	(1,426)
Advances from related parties (non-trade)	-	2,651
Interest paid	(14)	(94)
Proceeds from borrowings	-	4,300
Repayments of borrowings	(4,300)	(10,837)
(Increase)/Decrease in pledged bank deposits	(45)	20,688
<b>Net cash (used in)/generated from financing activities</b>	<u>(5,823)</u>	<u>15,282</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	3,411	(9,279)
<b>Cash and cash equivalents at beginning of year</b>	3,846	13,158
Effects of exchange rate fluctuations on cash and cash equivalents	(780)	(33)
<b>Cash and cash equivalents at end of year</b>	<u><u>6,477</u></u>	<u><u>3,846</u></u>
<b>Analysis of balances of cash and cash equivalents</b>		
Cash and bank balances	<u><u>6,477</u></u>	<u><u>3,846</u></u>

## The Group

### Note A:

	2018 (Unaudited) HK\$'000	2017 (Published) HK\$'000
Property, plant and equipment		8,526
Inventories		7,044
Trade and other receivables		17,139
Cash and bank balances		5,917
Borrowings		(4,302)
Trade and other payables		(31,254)
Capital contribution reserve		54
Non-controlling interests		<u>10,611</u>
Net assets		13,735
Gain on Disposal of JGL Group		<u>1,265</u>
Total consideration, to be satisfied in cash		<u><u>15,000</u></u>
Satisfied by:		
Cash		3,000
Consideration receivable		<u>12,000</u>
		<u><u>15,000</u></u>
Analysis of net flow of cash and bank balances arising on Disposal of JGL Group:		
Cash consideration received	7,500	3,000
Cash and bank balances on Disposal of JGL Group	<u>-</u>	<u>(5,917)</u>
Net cash inflow/(outflow) from Disposal of JGL Group	<u><u>7,500</u></u>	<u><u>(2,917)</u></u>

### Note B:

	2018 (Unaudited) HK\$'000
Property, plant and equipment	30
Trade and other receivables	16,010
Cash and bank balances	8
Trade and other payables	<u>(10,673)</u>
Net assets	5,375
15% of Net assets	806
Gain on Disposal of Shares in PT Global	<u>364</u>
Total consideration	<u><u>1,170</u></u>
Satisfied by:	
Consideration received by Wang De Zhou on behalf of the Group	<u><u>1,170</u></u>
Analysis of net flow of cash and bank balances arising on Disposal of Shares in PT Global:	
Cash and bank balances on Disposal of Shares in PT Global	(8)
Net cash outflow from Disposal of Shares in PT Global	<u><u>(8)</u></u>

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**Statement of Changes in Equity  
For the year ended 31 December 2018**

**The Group**

	Equity attributable to owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Share option reserve HK\$'000	Capital contribution reserve HK\$'000	Foreign currency translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
Balance as at 1 January 2017 (audited)	19,139	51,180	52,677	2,022	5,252	(96)	(84,426)	45,748	(9,492)	36,256
Loss for the year	-	-	-	-	-	-	(6,595)	(6,595)	(599)	(7,194)
Other comprehensive income:										
- Foreign currency translation differences	-	-	-	-	-	1	-	1	(34)	(33)
Total comprehensive income for the year	-	-	-	-	-	1	(6,595)	(6,594)	(633)	(7,227)
Contributions by and distributions to owners										
- Disposal of subsidiaries	-	-	-	-	54	-	-	54	10,611	10,665
- Equity-settled share-based payment transactions	-	-	-	456	-	-	-	456	-	456
- Capital contribution by non-controlling interest in a subsidiary	-	-	-	-	-	-	-	-	1,755	1,755
Total transactions with owners, recognised directly in equity	-	-	-	456	54	-	-	510	12,366	12,876
Balance as at 31 December 2017 and 1 January 2018 (published)	19,139	51,180	52,677	2,478	5,306	(95)	(91,021)	39,664	2,241	41,905
Loss for the year	-	-	-	-	-	-	(3,776)	(3,776)	(532)	(4,308)
Other comprehensive income:										
- Foreign currency translation differences	-	-	-	-	-	(780)	-	(780)	-	(780)
Total comprehensive income for the year	-	-	-	-	-	(780)	(3,776)	(4,556)	(532)	(5,088)
Contributions by and distributions to owners										
- Disposal of an subsidiary	-	-	-	-	-	875	-	875	(2,217)	(1,342)
- Equity-settled share-based payment transactions	-	-	-	247	-	-	-	247	-	247
Total transactions with owners, recognised directly in equity	-	-	-	247	-	875	-	1,122	(2,217)	(1,095)
Balance as at 31 December 2018 (unaudited)	19,139	51,180	52,677	2,725	5,306	-	(94,797)	36,230	(508)	35,722

**Statement of Changes in Equity (continued)**  
**For the year ended 31 December 2018**

**The Company**

	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
Balance as at 1 January 2017 (audited)	19,139	51,180	75,659	2,022	(117,181)	30,819
Profit for the year	-	-	-	-	6,465	6,465
Total comprehensive income for the year	-	-	-	-	6,465	6,465
Contributions by and distributions to owners						
- Equity-settled share-based payment transactions	-	-	-	456	-	456
Total transactions with owners, recognised directly in equity	-	-	-	456	-	456
Balance as at 31 December 2017 and 1 January 2018 (published)	19,139	51,180	75,659	2,478	(110,716)	37,740
Loss for the year	-	-	-	-	(4,441)	(4,441)
Total comprehensive income for the year	-	-	-	-	(4,441)	(4,441)
Contributions by and distributions to owners						
- Equity-settled share-based payment transactions	-	-	-	247	-	247
Total transactions with owners, recognised directly in equity	-	-	-	247	-	247
Balance as at 31 December 2018 (unaudited)	<u>19,139</u>	<u>51,180</u>	<u>75,659</u>	<u>2,725</u>	<u>(115,157)</u>	<u>33,546</u>

**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

Movements to the Share Capital

	Number of shares	HK\$'000
Authorised:		
As at 30 June 2018 and 31 December 2018, ordinary shares of HK\$0.01 each	10,000,000,000	100,000
Issued and fully paid:		
As at 30 June 2018 and 31 December 2018, ordinary shares of HK\$0.01 each	1,913,776,973	19,139

The Group has the following outstanding convertible securities as at 31 December 2018 and 31 December 2017:

	As at 31 December 2018 (Unaudited)	As at 31 December 2017 (Published)
Outstanding Convertible Securities		
Warrants <sup>(1)</sup>	26,924,415	26,924,415
Convertible Bonds <sup>(1)</sup>	S\$3,503,459	S\$3,503,459
Share Options <sup>(2)(3)(4)</sup>	53,000,000	53,000,000

The number of shares that could have been issued on conversion of all of the Company's outstanding warrants, convertible bonds and share options are as follows:

	As at 31 December 2018 (Unaudited)	As at 31 December 2017 (Published)
<u>Warrants</u>		
Total number of shares that may be issued on conversion of the Company's outstanding warrants <sup>(1)</sup>	26,924,415	26,924,415
<u>Convertible Bonds</u>		
Total number of shares that may be issued on conversion of the Company's convertible bonds <sup>(1)</sup>	76,162,167	76,162,167
<u>Share Options</u>		
Total number of shares that may be issued on conversion of the Company's share options <sup>(2)(3)(4)</sup>	53,000,000	53,000,000

The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at 31 December 2018 and 31 December 2017 was 1,913,776,973 shares respectively. The Company did not have treasury shares and subsidiary holdings as at the respective period.

Notes:

- (1) For the details in relation to the Warrants and the Convertible Bonds, please refer to the Company's announcement dated 23 February 2015 and 20 March 2017.
- (2) On 25 May 2015, the Company granted 9,000,000 share options (the "**May 2015 Options**") under the Joyas Share Option Scheme to certain Directors of the Company. The May 2015 Options are exercisable after the first anniversary of the date of grant and before the fifth anniversary of the date of the grant. Please refer to the announcement in relation to the May 2015 Options dated 25 May 2015.
- (3) On 16 February 2015, the Company entered into a share option agreement with a third party (the "**Grantee**") to grant options (the "**Feb 2015 Options**") to the Grantee to subscribe for 12,000,000 new ordinary shares in the capital of the Company at an exercise price of S\$0.021. The Feb 2015 Options are exercisable before the fifth anniversary of the date of the grant. Please refer to the announcement in relation to the Feb 2015 Options dated 13 April 2015.
- (4) On 19 August 2016, the Company granted 32,000,000 share options (the "**August 2016 Options**") under the Joyas Share Option Scheme to the Non-Executive Directors of the Company. The August 2016 Options are exercisable after the first anniversary of the date of grant and before the fifth anniversary of the date of the grant. Please refer to the announcement in relation to the August 2016 Options dated 19 August 2016.

Save for the above, the Company did not have any treasury shares, other outstanding convertible securities and subsidiary holdings as at 31 December 2018 and 31 December 2017.

**1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediate preceding year.**

<b>The Company and the Group</b>	As at 31 December 2018 (Unaudited)	As at 31 December 2017 (Published)
Total number of issued shares	<u>1,913,776,973</u>	<u>1,913,776,973</u>

There were no treasury shares held as at 31 December 2018 and 31 December 2017.

**1(d)(iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable, as the Company did not hold any treasury shares during and as at the end of the financial period reported on.

**1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.**

Not applicable, as the Company did not have any subsidiary holdings as at the end of the financial period reported on.

**2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

The figures in this announcement have not been audited or reviewed by the Company's auditors.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.



**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has applied the same International Financial Reporting Standards and related interpretations ("IFRS") accounting policies and methods of computation in the financial statements for the current financial year as those adopted in the audited financial statements for the financial year ended 31 December 2017, except for the adoption of accounting standards (including its consequential amendments) and interpretations applicable for the financial period beginning from 1 January 2019. The adoption of the new/revised accounting standards and interpretations does not have any material effect on the financial statements of the Group for the current financial year.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

Please refer to paragraph 4.

**6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

**The Group**

	Year ended 31 December	
	2018	2017
	(Unaudited)	(Published)
Loss for the year attributable to owners of the Company (HK\$'000)	<u>(3,776)</u>	<u>(6,595)</u>
Weighted average number of ordinary shares in issue <sup>(1)</sup> ('000)	<u>1,913,777</u>	<u>1,913,777</u>
Basic and diluted loss per ordinary share <sup>(2)</sup> (HK cents)	<u>(0.19)</u>	<u>(0.34)</u>

Notes:

(1) The weighted average number of ordinary shares is based on the number of shares issued during the respective financial periods.

(2) For the financial years ended 31 December 2018 and 2017, basic earnings/(loss) per ordinary share are the same as diluted earnings/(loss) per ordinary share because the exercise prices of share options and warrants are higher than the average market prices for share for the both years of 2018 and 2017 and the exercise of convertible bonds would result in a decrease in loss per share in the financial year ended 31 December 2018 and 2017 as they are anti-dilutive.

**7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:-**

- (a) current financial period reported on; and  
(b) immediately preceding financial year.**

	<b>Group</b>		<b>Company</b>	
	As at 31 December 2018 (Unaudited)	As at 31 December 2017 (Published)	As at 31 December 2018 (Unaudited)	As at 31 December 2017 (Published)
Net asset value per ordinary share based on issued share capital (HK cents)	1.89	2.07	1.75	1.97

Net asset value per ordinary share is calculated based on the total number of issued shares excluding treasury shares as at 31 December 2018 and 31 December 2017 of 1,913,776,973 ordinary shares respectively.

**8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and  
(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

**Statement of profit or loss and other comprehensive income**

*Revenue*

The Group's revenue increased by approximately HK\$584,000 or 29.5% from HK2.0 million in the financial year ended 31 December 2017 ("FY2017") to approximately HK\$2.6 million in the financial year ended 31 December 2018 ("FY2018").

Revenue	FY2018		FY2017		Year-on-year % change
	HK\$'000	%	HK\$'000	%	
Financing Activities	2,565	100.0	1,981	100.0	29.5

The increase in revenue was solely attributable to by an increase in interest income from financing business due to increase in number of loan disbursements in the Peoples' Republic of China (including Hong Kong) (the "PRC (including HK)").

An analysis of sales of the Group's products to its principal markets, namely the PRC (including HK) and others during the period under review are as follows:-

Financing Activities			
	FY2018	FY2017	Change
	HK'000	HK'000	%
The PRC (including HK)	2,536	1,705	48.7
Others <sup>(1)</sup>	29	276	(89.5)
Total turnover	<u>2,565</u>	<u>1,981</u>	<u>29.5</u>

Note:-

(1) Includes mainly customers from the Middle East.

#### *Other income*

Other income decreased by 8.3% from approximately HK\$1.4 million in FY2017 to approximately HK\$1.3million in FY2018. The decrease was mainly attributed to: (a) decrease in fair value gain on warrants of approximately HK\$54,000 ; (b) absence of a gain from Disposal of JGL Group for approximately HK\$1.3 million in FY2017. This was offsetted by (a) gain from disposal of 15% interest in PT Global for approximately HK\$364,000 in FY2018 (b) increase in fair value gain on loan and advances of approximately HK\$584,000; and (c) increase in fair value gain on convertible bond of approximately HK\$277,000.

#### *Administrative expenses*

Administrative expenses decreased by 19.8% from approximately HK\$8.4 million in FY2017 to approximately HK\$6.7 million in FY2018. The decrease was mainly attributed to: (a) decrease in foreign exchange loss of approximately HK\$1.9 million; (b) decrease in share option payment expense by approximately HK\$209,000; (c) decrease in director remuneration for two directors from the Group's subsidiary HK Silver as the two directors had ceased to receive remuneration during the FY2018 due mainly to financial performance of Hong Kong Silver ; (d) decrease in auditor remuneration by approximately HK\$172,000 due mainly to under-provision of auditors' remuneration in FY2016 ; (e) the absence of intangible asset write-off of HK\$600,000 in FY2018 which was incurred in FY 2017 and (f) decrease in exchange loss difference by approximately HK\$625,000 due to less foreign exchange movement..

The decrease was partly offsetted by increase in legal and professional fee by approximately HK\$301,000 mainly due to more work undertaken

#### *Other operating expenses*

Other operating expenses decreased by approximately HK\$222,000 or 100.0% from approximately HK\$222,000 in FY2017 to HK\$Nil in FY2018. The decrease was mainly due to : (a) no bad debts was recorded in FY2018 while approximately HK\$126,000 was recorded in FY2017; and (b) the absence of fair value loss on convertible bond approximately of HK\$96,000 in FY2018 which was incurred in FY 2017.

### *Finance costs*

Finance costs decreased by approximately HK\$67,000 or 3.8% in FY2018 due mainly to decrease in bank loans utilised during FY2018; The decrease was partly offsetted by an increase in convertible loan interest of approximately HK\$12,000 mainly due to exchange rate movement.

### *Share of profit of an associate*

Share of profit of an associate increased by approximately HK\$303,000 or 100.0% in FY2018 due mainly to a share of profit of an associate of PT Global following the Disposal of Shares of PT Global.

### *Loss before income tax*

As a result of the above, the Group had recorded a loss before income tax of approximately HK\$4.3 million in FY2018 (FY2017: approximately HK\$7.0 million).

### *Income tax expense*

No income tax expense was recorded, respectively was provided for Hong Kong subsidiaries and the Indonesia subsidiary in FY2018 (FY2017: HK\$156,000 and HK\$1,000, respectively). The provision in FY2018 included provision of current year approximately HK\$63,000 and over provision of HK\$63,000 in FY2017.

## **Statement of Financial Position**

### *Non-current assets*

Non-current assets increased by approximately HK\$2.9 million from approximately HK\$62,000 as at 31 December 2017 to approximately HK\$2.94 million as at 31 December 2018. The increase was mainly due to the Group's investment in PT Global. Following the Disposal of PT Global, PT Global has become an associate of the Group

### *Current assets*

Current assets decreased by approximately HK\$12.5 million from approximately HK\$85.7 million as at 31 December 2017 to approximately HK\$73.2 million as at 31 December 2018. The decrease was mainly due to: (a) derecognition of current assets by approximately HK\$17.5 million following the Disposal of Shares in PT Global; (b) decrease in the outstanding proceeds from the Disposal of JGL Group by approximately HK\$7.5 million; and (c) decrease in loans and advances from the financing business of HK\$2.3 million mainly due to loan repayment of loans prior to year end.

Such decrease was partially offsetted by increase in cash and bank balances due to receipt of outstanding proceeds from the Disposal of JGL Group. The deposits to supplier of approximately HK\$24.4 million paid in FY2015 remains outstanding due to delay in obtaining export approvals for the nickel ore. The Group is in the process of working with the supplier on the recovery of the deposits which includes a repayment plan and a possible sale of certain mining concessions held by the owner of the supplier. The deposits are secured by a personal guarantee from the Group's joint venture partner, Mr. Wang De Zhou, personal guarantees from minority shareholders of Hong Kong Silver Basic Group Limited, a subsidiary of the Group and also a share pledge in a mining company in Indonesia, which owns concessions in the mining of nickel ore in Indonesia.

### *Current liabilities*

Current liabilities decreased by approximately HK\$3.1 million from approximately HK\$22.3 million as at 31 December 2017 to approximately HK\$19.2 million as at 31 December 2018. The decrease was mainly due to net decrease in bank and other borrowings of approximately HK\$4.2 million due to repayment of bank loans. Such decrease was offsetted by an increase in trade and other payables of approximately HK\$1.1 million mainly due to increase in accruals.

### *Non-current liabilities*

Non-current liabilities remained at approximately HK\$21.2 million as at 31 December 2018 (31 December 2017: approximately HK\$21.6 million). The slight decrease was mainly due to the decrease in fair value of approximately HK\$277,000 for convertible bonds.

### **Liquidity and cash flow**

During FY2018, the Group's net cash generated from operating activities was approximately HK\$1.7 million. This was mainly attributed to loss before working capital changes of approximately HK\$2.5 million, decrease in trade and other receivables of approximately HK\$992,000, decrease in loan and advances of approximately HK\$2.3 million, and increase in trade and other payables of approximately HK\$901,000.

During FY2018, the Group's net cash generated from investing activities was approximately HK\$7.5 million. This was mainly attributed to net cash inflow arising from the outstanding proceeds from the Disposal of JGL Group of approximately HK\$7.5 million.

During FY2018, the Group's net cash used in financing activities was approximately HK\$5.8 million. This was mainly attributed to the repayment of bank and other borrowings of approximately HK\$4.3 million. The Group also paid interest on convertible bonds of approximately HK\$1.5 million.

As a result of the above, the Group's net increase in cash and cash equivalents was approximately HK\$3.4 million (FY2017: net decrease of approximately HK\$9.3 million).

As at 31 December 2018, the Group had cash and bank balances of approximately HK\$6.5 million (31 December 2017: approximately HK\$3.8 million), and unutilised banking facilities of approximately HK\$5.5 million (31 December 2017: approximately HK\$1.1 million).

**9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

No specific forecast or prospect statement was previously disclosed to shareholders.

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

Nickel ore

Up to the date of this announcement, the Group's supplier in Philippines has yet to obtain the export approvals due to new additional procedures from the relevant authorities. At the moment, it is difficult to ascertain when such export approvals can be obtained.

The Group's associate, PT Global has obtained a specific license to sell nickel ore domestically in Indonesia. The Group has received some orders for nickel ore for the domestic market previously and expect new orders. The Group is in the process of securing supplies.

Based on the information available to the Group, export permits are granted to companies with smelting production capacity. As the Group does not have such production capacity, it is not able to obtain permits. However, the Group is also exploring other arrangements which enable to it to sell to the overseas market. As at to date, no such other arrangements has been made.

During 2018, the Group disposed some of its shareholding in PT Global . The reason for the disposal is to introduce a shareholder who can provide working capital to PT Global as the Group expects PT Global to receive orders for 2019 and hence requiring working capital.

Financing business

For the year ended 31 December, 2018, the Group's financing business has been contributing to the Group's revenue. The Group expects such contribution to remain for the next 6-12 months and continue in the future.

At the same time, the Group is looking for suitable investment opportunities to improve shareholders' returns.

**11. Dividend**

**(a) Current Financial Period Reported On**

Whether an interim (final) ordinary dividend has been declared (recommended); and

None.

**(b) (i) Amount per share...cents.**

Not applicable.

**(b) (ii) Previous corresponding period ... cents**

Not applicable.

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived (If the dividend is not taxable in the hands of shareholders, this must be stated).**

Not applicable.

**(d) The date the dividend is payable.**

Not applicable.

**(e) The date on which Registrable Transfers received by the company (up to 5:00 pm) will be registered before entitlements to the dividend are determined.**

Not applicable.

**12. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.**

No dividend pay-out is recommended for the financial year ended 31 December 2018 as the Company was not profitable in the financial year ended 31 December 2018.

**PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT**

(This part is not applicable to Q1, Q2, Q3 or Half Year Results)

**13. Segmented revenue and results for operating segments (of the group) in the form presented in the issuer's most recently audited annual financial statements with comparative information for the immediately preceding year.**

Information regarding the Group's reportable segments set out below:

Year ended 31 December

	Financing Activities		Nickel Ore		Total	
	2018	2017	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Reportable segment revenue:						
From external customers	<b>2,565</b>	1,981	-	-	<b>2,565</b>	1,981
Reportable segment profit/(loss)	<b>2,497</b>	1,046	<b>(1,577)</b>	(1,645)	<b>920</b>	(599)
Depreciation of property, plant and equipment	-	-	<b>24</b>	28	<b>24</b>	28
Fair value gain on loan and receivable	<b>(584)</b>	-	-	-	<b>(584)</b>	-
Bad debts written off	-	-	-	126	-	126
Gain on disposal of a subsidiary	-	-	<b>(364)</b>	-	<b>(364)</b>	-
Written off of intangible assets	-	600	-	-	-	600
Reportable segment assets	<b>21,434</b>	23,454	<b>38,046</b>	50,348	<b>59,480</b>	73,802
Reportable segment liabilities	<b>25,182</b>	23,411	<b>41,216</b>	50,009	<b>66,398</b>	73,420



The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

	<b>2018</b> <b>(Unaudited)</b> <b>HK\$'000</b>	2017 (Published) HK\$'000
Reportable segment revenues	<u>2,565</u>	<u>1,981</u>
Group revenues	<u>2,565</u>	<u>1,981</u>
Reportable segment profit/(loss)	<b>920</b>	(599)
Gain on Disposal of JGL Group, net	-	1,265
Fair value gain on warrants	<b>5</b>	59
Fair value loss on convertible bonds	<b>277</b>	(96)
Unallocated corporate income	<b>38</b>	156
Corporate legal and professional fees	<b>(1,875)</b>	(1,488)
Unallocated corporate expenses	<b>(1,999)</b>	(4,593)
Finance costs	<b>(1,674)</b>	(1,741)
Group loss before income tax	<u><b>(4,308)</b></u>	<u>(7,037)</u>
Reportable segment assets	<b>59,480</b>	73,802
Pledged bank deposits	<b>5,460</b>	5,416
Cash and bank balances	<b>6,477</b>	3,846
Other corporate assets	<b>4,721</b>	12,215
Elimination	-	(9,471)
Group assets	<u><b>76,138</b></u>	<u>85,808</u>
Reportable segment liabilities	<b>66,398</b>	73,420
Bank borrowings	-	4,300
Convertible bonds	<b>21,201</b>	21,569
Warrants	<b>5</b>	10
Other corporate liabilities	<b>2,762</b>	1,334
Elimination	<b>(49,950)</b>	(56,730)
Group liabilities	<u><b>40,416</b></u>	<u>43,903</u>

The Group's revenue from external customers and its non-current assets are divided into the following geographical areas:

	<b>Revenue from external customers</b>		<b>Non-current assets</b>	
	<b>2018</b> <b>(Unaudited)</b> <b>HK\$'000</b>	2017 (Published) HK\$'000	<b>2018</b> <b>(Unaudited)</b> <b>HK\$'000</b>	2017 (Published) HK\$'000
<b>Principal markets:</b>				
The PRC (including Hong Kong)	<b>2,536</b>	1,705	<b>5</b>	17
Others <sup>(1)</sup>	<u><b>29</b></u>	<u>276</u>	<u><b>2,935</b></u>	<u>45</u>
	<u><b>2,565</b></u>	<u>1,981</u>	<u><b>2,940</b></u>	<u>62</u>

Note:-

(1) Includes mainly customers from the Middle East.

Geographical location of customers is based on the location of the customers whilst that of non-current assets is based on their physical location.

During the financial year, there was no revenue from external customers attributed to Bermuda (domicile) and no non-current assets were located in Bermuda (2017: HK\$Nil). The country of domicile is the country where the Company was incorporated for the purpose of the disclosure as required by IFRS 8 “Operating Segments”.

**14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

As explained in paragraph 8.

**15. A breakdown of sales.**

Year ended 31 December

	2018 (Unaudited) HK\$'000	2017 (Unaudited/ published) HK\$'000	Change %
<b>The Group</b>			
Sales reported for the first half	1,143	933	22.5
Net loss after tax reported for the first half	(2,351)	(1,902)	23.6
Sales reported in the second half	1,422	1,048	35.7
Net loss after tax reported in the second half	(1,957)	(5,292)	(63.0)

**16. A breakdown of the total annual dividend (in dollar value) for the issuer’s latest full year and its previous full year.**

Not applicable as no dividend has been declared or recommended for FY2018 and FY2017.

**17. Summary of Interested Person Transactions for the financial year ended 31 December 2018.**

The Group has not obtained a general mandate from shareholders for interested person transactions (“IPT”) pursuant to Rule 920(1)(a)(ii).

There was no IPT with value of S\$100,000 or more entered into during the financial year.

**18. Confirmation of Undertakings from Directors and Executive Officers under Rule 720(1) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“Catalist Rules”)**

The Company confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

**19. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or Chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

The Company confirms that, to the best of its knowledge, belief and information, none of the persons occupying managerial positions in the Company or any of its principal subsidiaries is a relative of a director or the chief executive officer or substantial shareholder of the Company pursuant to Rule 704(10) of the Catalist Rules.

**BY ORDER OF THE BOARD**

Lau Chor Beng, Peter  
Managing Director  
1 March 2019

*This announcement has been prepared by Joyas International Holdings Limited (the “Company”) and its contents have been reviewed by the Company’s Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”) for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Tan Pei Woon, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).*