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**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**

**金源米業國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 677)**

**ANNOUNCEMENT OF RESULTS  
FOR THE YEAR ENDED 31ST MARCH, 2012**

**SUMMARY OF RESULTS**

The Directors of Golden Resources Development International Limited (the “Company”) are pleased to announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31st March, 2012 as follows:

**CONSOLIDATED INCOME STATEMENT**

**For the year ended 31st March, 2012**

	<i>Notes</i>	<b>2012</b> <i>HK\$'000</i>	<b>2011</b> <i>HK\$'000</i>
<b>TURNOVER</b>	<b>2</b>	<b>939,521</b>	844,034
Cost of sales		<u>(675,883)</u>	<u>(624,182)</u>
<b>GROSS PROFIT</b>		<b>263,638</b>	219,852
Net unrealized (loss)/gain on financial assets at fair value through profit or loss		(20,909)	2,868
Surplus on revaluation of investment properties		4,820	10,590
Net other income	<b>3</b>	21,082	24,206
Selling and distribution costs		(43,091)	(27,892)
Administrative expenses		<u>(128,015)</u>	<u>(116,842)</u>
<b>PROFIT FROM OPERATIONS</b>	<b>2</b>	<b>97,525</b>	112,782
Finance costs		(692)	(923)
Share of results of associates		(9,504)	273
Gain on disposal of associate		4,614	54,313
Impairment loss on interests in associate		<u>-</u>	<u>(3,500)</u>
<b>PROFIT BEFORE TAXATION</b>	<b>4</b>	<b>91,943</b>	162,945
Taxation	<b>5</b>	<u>(18,138)</u>	<u>(16,809)</u>
<b>PROFIT FOR THE YEAR</b>		<u><b>73,805</b></u>	<u>146,136</u>
Attributable to:			
Shareholders of the Company		72,119	146,665
Non-controlling interests		<u>1,686</u>	<u>(529)</u>
		<u><b>73,805</b></u>	<u>146,136</u>
<b>EARNINGS PER SHARE</b>	<b>7</b>		
- Basic		<u><b>HK4.4cents</b></u>	<u>HK9.5cents</u>
- Diluted		<u><b>HK4.3cents</b></u>	<u>HK8.7cents</u>

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31st March, 2012**

	<b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<b>PROFIT FOR THE YEAR</b>	<u><b>73,805</b></u>	<u>146,136</u>
<b>OTHER COMPREHENSIVE INCOME</b>		
(Deficit)/surplus on revaluation of available-for-sale investments	<b>(201)</b>	293
Exchange differences on translation of foreign operations	<b>6,510</b>	3,783
Share of other comprehensive income of associates	<b>2,330</b>	7,925
Exchange reserve and other reserves eliminated on disposal of subsidiary/associate	<b>2,973</b>	756
Exchange reserve eliminated on disposal of available-for-sale investment	<u><b>893</b></u>	<u>-</u>
Other comprehensive income for the year, net of tax	<u><b>12,505</b></u>	<u>12,757</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u><u><b>86,310</b></u></u>	<u><u>158,893</u></u>
Total comprehensive income attributable to:		
Shareholders of the Company	<b>81,075</b>	158,534
Non-controlling interests	<u><b>5,235</b></u>	<u>359</u>
	<u><u><b>86,310</b></u></u>	<u><u>158,893</u></u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**At 31st March, 2012**

	<i>Notes</i>	<b>2012</b> <i>HK\$'000</i>	<b>2011</b> <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		<b>79,082</b>	84,907
Investment properties		<b>69,277</b>	64,457
Intangible asset		<b>29,501</b>	30,900
Interests in associates		<b>249,876</b>	238,687
Available-for-sale investments		<b>49,897</b>	45,554
Prepaid lease payments		<b>18,325</b>	18,690
		<b>495,958</b>	483,195
<b>CURRENT ASSETS</b>			
Inventories		<b>146,823</b>	127,390
Trade debtors	8	<b>100,538</b>	90,342
Other debtors, deposits and prepayments		<b>67,100</b>	52,659
Financial assets at fair value through profit or loss		<b>288,843</b>	229,411
Cash and cash equivalents		<b>176,234</b>	206,370
		<b>779,538</b>	706,172
<b>CURRENT LIABILITIES</b>			
Trade creditors	9	<b>12,412</b>	3,802
Other creditors and accruals		<b>26,660</b>	20,226
Financial guarantee contracts		<b>6,820</b>	-
Bank loans		<b>21,702</b>	-
Tax liabilities		<b>28,624</b>	31,744
		<b>96,218</b>	55,772
<b>NET CURRENT ASSETS</b>		<b>683,320</b>	650,400
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,179,278</b>	1,133,595
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		<b>1,998</b>	2,634
Convertible notes		<b>-</b>	34,237
		<b>1,998</b>	36,871
		<b>1,177,280</b>	1,096,724
<b>CAPITAL AND RESERVES</b>			
Share capital		<b>168,691</b>	155,306
Reserves		<b>989,943</b>	928,007
Shareholders' equity		<b>1,158,634</b>	1,083,313
Non-controlling interests		<b>18,646</b>	13,411
		<b>1,177,280</b>	1,096,724

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

### 1. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following new or revised standards, amendments and interpretations (the “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants with effect from the beginning of current accounting period:

HKAS 24 (Revised)	Related Party Disclosures
HKFRSs (Amendments)	Improvements to HKFRSs 2010
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HK(IFRIC) - Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments

The adoption of the new HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new HKFRSs that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these new HKFRSs will have no material impact on the results and the financial position of the Group.

HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>1</sup>
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets <sup>2</sup>
HKAS 19 (Revised)	Employee Benefits <sup>3</sup>
HKAS 27 (Revised)	Separate Financial Statements <sup>3</sup>
HKAS 28 (Revised)	Investments in Associates and Joint Ventures <sup>3</sup>
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities <sup>4</sup>
HKFRS (Amendments)	Annual Improvements to HKFRSs 2009-2011 Cycle <sup>3</sup>
HKFRS 1 (Amendment)	Government Loans <sup>3</sup>
HKFRS 7 (Amendment)	Disclosures – Transfers of Financial Assets <sup>5</sup>
HKFRS 7 (Amendment)	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>6</sup>
HKFRS 9	Financial Instruments <sup>6</sup>
HKFRS 10	Consolidated Financial Statements <sup>3</sup>
HKFRS 11	Joint Arrangements <sup>3</sup>
HKFRS 12	Disclosures of Interests in Other Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>3</sup>
HK(IFRIC) - Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st July, 2012

<sup>2</sup> Effective for annual periods beginning on or after 1st January, 2012

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2013

<sup>4</sup> Effective for annual periods beginning on or after 1st January, 2014

<sup>5</sup> Effective for annual periods beginning on or after 1st July, 2011

<sup>6</sup> Effective for annual periods beginning on or after 1st January, 2015

## 2. SEGMENT INFORMATION

For management purposes, the Group is currently organised into four operating divisions, namely rice operation, securities investment, property investment and corporate and others. These divisions are the basis on which the Group reports its operating segment information.

Principal activities are as follows:

Rice operation	- sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice
Securities investment	- investments in equity and debt securities
Property investment	- property investment and development
Corporate and others	- operation of convenience stores and restaurants, corporate income and expenses and other investments

An analysis of the Group's segment information by operating segments is as follows:

### Operating segments

#### Income statement for the year ended 31st March, 2012

	Rice operation	Securities investment	Property investment	Corporate and others	Total	Inter- segment elimination	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>TURNOVER</b>							
External sales	892,227	-	1,916	45,378	939,521	-	939,521
Inter-segment sales	121	-	-	-	121	(121)	-
Total sales	<u>892,348</u>	<u>-</u>	<u>1,916</u>	<u>45,378</u>	<u>939,642</u>	<u>(121)</u>	<u>939,521</u>
<b>RESULT</b>							
Segment results	<u>110,552</u>	<u>(10,845)</u>	<u>4,433</u>	<u>(6,615)</u>			97,525
Finance costs							(692)
Share of results of associates	84	-	(65)	(9,523)			(9,504)
Gain on disposal of associate	-	-	4,614	-			<u>4,614</u>
Profit before taxation							91,943
Taxation							<u>(18,138)</u>
Profit for the year							<u>73,805</u>
Attributable to:							
Shareholders of the Company							72,119
Non-controlling interests							<u>1,686</u>
							<u>73,805</u>

#### Segment assets and liabilities as at 31st March, 2012

	Rice operation	Securities investment	Property investment	Corporate and others	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>ASSETS</b>					
Segment assets	298,596	311,821	147,155	268,048	1,025,620
Interests in associates	12,019	-	94,026	143,831	<u>249,876</u>
Consolidated total assets					<u>1,275,496</u>
<b>LIABILITIES</b>					
Segment liabilities	30,414	-	500	14,978	45,892
Unallocated corporate liabilities					<u>52,324</u>
Consolidated total liabilities					<u>98,216</u>

## 2. SEGMENT INFORMATION (CONTINUED)

### Income statement for the year ended 31st March, 2011

	Rice operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>TURNOVER</b>					
External sales	<u>829,241</u>	<u>-</u>	<u>1,468</u>	<u>13,325</u>	<u>844,034</u>
<b>RESULT</b>					
Segment results	<u>90,375</u>	<u>17,650</u>	<u>9,212</u>	<u>(4,455)</u>	112,782
Finance costs					(923)
Share of results of associates	(205)	-	834	(356)	273
Gain on disposal of associate	-	-	-	54,313	54,313
Impairment loss on interests in associate	-	-	-	(3,500)	<u>(3,500)</u>
Profit before taxation					162,945
Taxation					<u>(16,809)</u>
Profit for the year					<u>146,136</u>
Attributable to:					
Shareholders of the Company					146,665
Non-controlling interests					<u>(529)</u>
					<u>146,136</u>

### Segment assets and liabilities as at 31st March, 2011

	Rice operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>					
Segment assets	272,337	241,783	143,932	292,628	950,680
Interests in associates	3,372	-	89,591	145,724	<u>238,687</u>
Consolidated total assets					<u>1,189,367</u>
<b>LIABILITIES</b>					
Segment liabilities	18,437	-	525	39,303	58,265
Unallocated corporate liabilities					<u>34,378</u>
Consolidated total liabilities					<u>92,643</u>

## 2. SEGMENT INFORMATION (CONTINUED)

### Geographical segments

The Group's operations are located in Hong Kong, elsewhere in the People's Republic of China (the "PRC") and other regions.

The following table provides an analysis of the Group's sales by location of markets, irrespective of the origin of the goods/services:

	<b>Turnover by geographical markets</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Hong Kong	<b>709,202</b>	699,875
Elsewhere in the PRC	<b>190,182</b>	118,742
Others	<b>40,137</b>	25,417
	<b>939,521</b>	844,034

## 3. NET OTHER INCOME

	<b>THE GROUP</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Interest income on:		
- Financial assets at fair value through profit or loss	<b>12,681</b>	10,416
- Financial assets not designated as at fair value through profit or loss	<b>5,500</b>	3,436
	<b>18,181</b>	13,852
Dividend from:		
- Listed available-for-sale investments	<b>55</b>	24
- Unlisted available-for-sale investments	<b>1,706</b>	-
- Listed financial assets at fair value through profit or loss	<b>1,880</b>	1,697
	<b>3,641</b>	1,721
Net realized (loss)/gain on disposals of financial assets:		
- Available-for-sale investments	<b>(937)</b>	-
- Financial assets at fair value through profit or loss	<b>(8,062)</b>	446
	<b>(8,999)</b>	446
Net (loss)/gain on disposal of property, plant and equipment	<b>(54)</b>	74
Net foreign exchange gain	<b>1,820</b>	2,475
Sundry income	<b>6,493</b>	2,231
Impairment loss on loan receivable	-	(300)
Gain on bargain purchase of subsidiaries	-	3,707
	<b>21,082</b>	24,206

#### 4. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	<b>THE GROUP</b>	
	<b>2012</b>	2011
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Depreciation and amortisation of property, plant and equipment	<b>12,425</b>	12,190
Amortisation of prepaid lease payments	<b>529</b>	523
Amortisation of intangible asset	<b>1,399</b>	700
Interests on bank loans wholly repayable within five years	<b>249</b>	-
Interests on other loans	<b>1</b>	15
Effective interest on convertible notes	<b>442</b>	908
	<b>692</b>	923

#### 5. TAXATION

	<b>THE GROUP</b>	
	<b>2012</b>	2011
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Current tax:		
Hong Kong	<b>16,237</b>	17,328
Other regions in the PRC	<b>2,135</b>	232
	<b>18,372</b>	17,560
Underprovision in prior years:		
Hong Kong	<b>402</b>	-
Deferred tax:		
Current year's credit	<b>(636)</b>	(751)
Taxation attributable to the Company and its subsidiaries	<b>18,138</b>	16,809

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.



## 6. DIVIDENDS

(a) Dividends attributable to the year:

	<b>2012</b> <b>HK\$'000</b>	<b>2011</b> <b>HK\$'000</b>
Interim dividend paid of 1.2 cents per share on 1,686,906,458 shares (2011: 1.2 cents per share on 1,553,060,305 shares)	<b>20,243</b>	18,637
Final dividend proposed of 1.2 cents per share on 1,686,906,458 shares (2011: 1.2 cents per share on 1,553,060,305 shares)	<u><b>20,243</b></u>	<u>18,637</u>
	<u><b>40,486</b></u>	<u>37,274</u>

The final dividend of 1.2 cents per share for the year ended 31st March, 2012 has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming Annual General Meeting. This final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(b) Dividends approved and paid during the year:

	<b>2012</b> <b>HK\$'000</b>	<b>2011</b> <b>HK\$'000</b>
Final dividend in respect of the previous financial year of 1.2 cents per share on 1,617,675,689 shares (2011: 1.2 cents per share on 1,553,060,305 shares):		
Approved and paid during the year	<b>18,637</b>	18,406
Additional final dividend payment for ordinary shares issued during the year	<b>775</b>	231
Interim dividend in respect of the current financial year, approved and paid during the year, of 1.2 cents per share on 1,686,906,458 shares (2011: 1.2 cents per share on 1,553,060,305 shares)	<u><b>20,243</b></u>	<u>18,637</u>
	<u><b>39,655</b></u>	<u>37,274</u>

## 7. EARNINGS PER SHARE

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

	<b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Earnings for the purpose of basic earnings per share:		
Profit for the year attributable to shareholders of the Company	<b>72,119</b>	146,665
Effect of dilutive potential ordinary shares:		
Effective interest on convertible notes	<b>442</b>	908
Earnings for the purpose of diluted earnings per share	<b>72,561</b>	147,573
	<b>2012</b>	2011
Number of shares:		
Weighted average number of shares for the purpose of basic earnings per share	<b>1,621,067,871</b>	1,545,842,181
Effect of dilutive potential ordinary shares:		
Convertible notes	<b>65,838,587</b>	141,064,278
Share options	<b>39,089</b>	-
Weighted average number of shares for the purpose of diluted earnings per share	<b>1,686,945,547</b>	1,686,906,459

## 8. TRADE DEBTORS

The Group allows an average credit period of 30-60 days to its trade customers. The following is an aging analysis of trade debtors at the end of the reporting period:

	<b>THE GROUP</b> <b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Within 30 days	<b>50,542</b>	47,169
31-60 days	<b>29,839</b>	30,333
61-90 days	<b>12,383</b>	8,872
Over 90 days	<b>7,774</b>	3,968
	<b>100,538</b>	90,342

The Directors consider that the carrying amounts of trade debtors approximate their fair values.

## 9. TRADE CREDITORS

The following is an aging analysis of trade creditors at the end of the reporting period:

	<b>THE GROUP</b> <b>2012</b> <b>HK\$'000</b>	2011 <i>HK\$'000</i>
Within 30 days	<b>11,793</b>	3,608
31-60 days	<b>106</b>	107
61-90 days	<b>64</b>	66
Over 90 days	<b>449</b>	21
	<hr/> <b>12,412</b> <hr/>	<hr/> 3,802 <hr/>

The Directors consider that the carrying amounts of trade creditors approximate their fair values.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group had cash balance of approximately HK\$176 million and outstanding bank loans amounted to approximately HK\$21 million as at 31st March, 2012.

With cash and other current assets of approximately HK\$779 million as at 31st March, 2012 as well as available banking facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

## **BUSINESS REVIEW AND PROSPECTS**

For the year under review, our Group recorded a decline in net profits when compared with last financial year. The decline was attributable to the absence of significant one-time gain on disposal of an associate, and the unrealized loss arising from the fair value changes of the Group's financial assets as a result of the recent adverse global investment market conditions. Nevertheless, our Group's core rice business remained steady and stable and maintained favourable contribution to the Group's results.

In Hong Kong, the business environment of our Group's rice business continued to be tough and challenging. The market competition among major market operators remained as intense as before. The raw rice cost escalated and maintained at high level. These two factors weighed on the Group's profit margin. To mitigate the pressure from these challenges, our Group continued to implement further stringent cost control measures and streamline the existing operation so as to enhance operation efficiency and to sustain our Group's profitability. The SAP Enterprise Resources Planning (ERP) system is in its final phase of implementation and will be in use by the end of this year. The ERP system will enhance our Group's competitive advantage, deliver better supply chain management and improve process integration, resulting in effective cost control.

In Mainland China, our rice business performed remarkably during the financial year. Despite the rice market conditions remained tough and challenging, the Group managed to deliver strong growth both in terms of sales and profitability. Such growth was the results of the effective marketing strategies and initiatives, which boosted sales strongly and were the main drivers of the growth momentum. Our Group is focusing on strengthening the marketing measures so as to drive sustainable sales growth. Our Group is confident that our China rice business will continue to sustain its growth momentum and to achieve long term growth prospect.

In Vietnam, our Group's Circle K convenience store business is progressing well and in accordance with its development schedules. We continued to improve store productivity, operation efficiency and customer service by optimising margin and pricing structure, expanding category management, increasing customer travel, enhancing quality customer service and building customer loyalty with aggressive marketing programmes. Such improvement in competitive edges is paying off as we have seen the operation to generate robust double-digit sales turnover growth for the year for both same stores and new stores. In the meantime, we are expanding the number of stores in a healthy and sustainable manner so as to strengthen our foothold of the market in Vietnam and to achieve the critical mass. We are optimistic about the long term prospect of this business. With regard to the development of the water distribution network project in Vietnam, we have commenced to seek compensation on the project from the Vietnam municipal government as a result of the suspension of the project caused by the Vietnam government. The project is in its design work stage and the construction work has not been commenced yet. The total project costs involved were, therefore, not significant and were fully accounted for appropriately.

The global financial markets remained uncertain and volatile. Our investment portfolio has been affected, resulting in unrealized loss on the changes in the fair value of our Group's financial assets for the year under review. As our Group's investment portfolio is well balanced and diversified, we believe that it will generate shareholder value on a sustainable basis.

Our Group continued to maintain a strong and healthy financial position. As at 31st March, 2012, we had cash and bank balances to the extent of HK\$176 million. Our Group has strong liquidity and sufficient financial resources to capitalise on acquisition and investment opportunities as they arise, and to add value to shareholders.

Looking ahead, we are committed to strengthening our existing core business for long term sustainable growth and better return to the shareholders. In the meantime, we will continue to pursue quality investments that carry long-term benefits for our Group. We are confident in our Group's future prospect.

## **FINAL DIVIDEND**

The Directors have resolved to recommend the payment of a final dividend of 1.2 cents per share (2011: 1.2 cents per share) for the year ended 31st March, 2012 to the shareholders on the Register of Members of the Company at the close of business on Tuesday, 4th September, 2012. Together with the interim dividend of 1.2 cents per share paid on Friday, 13th January, 2012, the total dividends for the year ended 31st March, 2012 will be 2.4 cents per share (2011: 2.4 cents per share).

Subject to the approval of shareholders at the forthcoming Annual General Meeting, the final dividend will be paid to the shareholders on or about Monday, 17th September, 2012.

## **CLOSURE OF REGISTER OF MEMBERS FOR THE ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING**

For the purpose of determining the entitlement of the shareholders to attend and vote at the forthcoming Annual General Meeting, the Register of Members of the Company will be closed from Friday, 24th August, 2012 to Thursday, 30th August, 2012, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Thursday, 23rd August, 2012 will be entitled to attend and vote at the Annual General Meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23rd August, 2012.

## **LAST DAY FOR TRADING AND RECORD DATE FOR THE ENTITLEMENT TO FINAL DIVIDEND**

The last day for trading in the Company's shares with entitlement to the final dividend will be on Friday, 31st August, 2012. The Company's shares will be traded ex-entitlement on Monday, 3rd September, 2012.

The record date for the entitlement to the final dividend is at 4:30 p.m. on Tuesday, 4th September, 2012. In order to qualify for the final dividend, if approved, all transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4th September, 2012. The final dividend will be paid on or about Monday, 17th September, 2012.

## **EMPLOYEES AND REMUNERATION POLICY**

The total number of employees for the Group is about 684.

Remuneration packages are reviewed by the Group from time to time. In addition to salary payments, other fringe benefits for the staff include retirement benefits schemes and medical insurance scheme, as well as quarters and housing allowances for certain staff. The Group has taken out personal accident insurance for senior staff and the staff who frequently travel overseas on business trips.

## **AUDIT COMMITTEE**

The audit committee comprising three independent non-executive directors, Mr. John WONG Yik Chung, Mr. Richard LAU Siu Sun and Mr. LAM Ping Cheung, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31st March, 2012.

## **SCOPE OF WORK OF THE AUDITORS**

The figures in respect of the preliminary announcement of the Group's results for the year ended 31st March, 2012 have been agreed by the Group's auditors, HLM & Co. ("the Auditors"), to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by the Auditors in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Auditors on the preliminary announcement.

## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company will be held at Conference Room, 11th Floor, Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Thursday, 30th August, 2012 at 11:30 a.m.

## **CORPORATE GOVERNANCE PRACTICES**

The Company adopted all the code provisions in the Corporate Governance Code and Corporate Governance Report (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance. The Company has complied with the Code throughout the year ended 31st March, 2012 except the following deviations:

Code provision A.2.1 of the Code stipulates that the roles of a Chairman and a Managing Director should be separate and should not be performed by the same individual. During the year, Mr. Alvin Leslie LAM Kwing Wai is the Chairman of the Board and the Managing Director of the Company. Given Mr. Alvin Leslie LAM Kwing Wai has had extensive experience in the business of the Group, particularly in soliciting for possible new business opportunities and deducing the overall strategic plan for the future development of the Company, the Directors consider that it would benefit the Company if Mr. Alvin Leslie LAM Kwing Wai is also in charge of overseeing the Company’s operations as its Chairman. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The Board will regularly review the effectiveness of this arrangement.

Code provision A.3 of the Code and Rule 3.10(1) of the Listing Rule, the Company should appoint and maintain at least three Independent Non-executive Directors. Mr. Leo CHAN Fai Yue resigned as an Independent Non-executive Director, a member of the Audit Committee and the Chairman and member of the Remuneration Committee of the Company on 14th July, 2011 resulting that the number of the Independent Non-executive Directors and the member of the Audit Committee of the Company fell below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. On 28th September, 2011, Mr. LAM Ping Cheung was appointed as an Independent Non-executive Director, a member of the Audit Committee and the Chairman and member of the Remuneration Committee of the Company. Following the appointment of Mr. Lam, the Company has three Independent Non-executive Directors and three members of the Audit Committee of the Company, being the requisite number of Independent Non-executive Directors and member of the Audit Committee of the Company pursuant to Rules 3.10(1) and 3.21 of the Listing Rules. The Company fell short of one Independent Non-executive Director and one Audit Committee member during the period from 14th July, 2011 to 28th September, 2011.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors. All directors have confirmed, following specific enquiry by the Company, that they fully complied with the required standard as set out in the Model Code throughout the year ended 31st March, 2012.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed shares for the year ended 31st March, 2012.

**PUBLICATION OF ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY**

The annual report of the Company containing all the information required by the Listing Rules will be published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company's website at [www.grdil.com](http://www.grdil.com) in due course.

On behalf of the Board  
**Golden Resources Development International Limited**  
**Alvin Leslie LAM Kwing Wai**  
*Chairman*

Hong Kong, 27th June, 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Alvin Leslie LAM Kwing Wai (Chairman and Managing Director), Mr. Anthony LAM Sai Ho (Vice Chairman), Madam Rosita YUEN LAM Kit Woo, Mr. Laurent LAM Kwing Chee and Mr. TSANG Siu Hung. The independent non-executive directors of the Company are Mr. John WONG Yik Chung, Mr. Richard LAU Siu Sun and Mr. LAM Ping Cheung.*