WASTE CONNECTIONS INC/DE
Form S-8
January 08, 2003

As filed with the Securities and Exchange Commission on January 8, 2003

Registration No. 333-_______

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WASTE CONNECTIONS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE 94-3283464

(State of incorporation) (IRS Employer identification No.)

620 Coolidge Drive, Suite 350

Folsom, CA 95630

(Address of principal executive offices)

WASTE CONNECTIONS, INC.

CONSULTANT INCENTIVE PLAN

(Full Title of the Plan)

Ronald J. Mittelstaedt,

Chief Executive Officer and President

WASTE CONNECTIONS, INC.

620 Coolidge Drive, Suite 350

Folsom, CA 95630

(916) 608-8200

(Name, address and telephone number of agent for service)

Copies to:

Carolyn S. Reiser, Esq.

SHARTSIS, FRIESE & GINSBURG LLP

One Maritime Plaza, 18th Floor

San Francisco, California 94111

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, $0.01 par value, issuable upon exercise of warrants under the Waste Connections, Inc. Consultant Incentive Plan	500,000	$37.38	$18,690,000	$1,719.48

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low sales prices per share reported on the New York Stock Exchange on January 7, 2003.

This Registration Statement covers 500,000 shares of the Registrant's Common Stock authorized to be issued under the Registrant's Consultant Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, (the "Exchange Act") or the Securities Act of 1933, as amended, are hereby incorporated by reference into this Registration Statement:

a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Securities and Exchange Commission on March 18, 2002.

b) The Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 29, 2002.

c) The Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 25, 2002.

d) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, filed with the Securities and Exchange Commission on November 12, 2002.

e) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed with the Securities and Exchange Commission on August 13, 2002.

f) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the Securities and Exchange Commission on May 14, 2002.

g) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A, File No. 0-23981, filed with the Securities and Exchange Commission on April 2, 1998, under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered by this Registration Statement have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the respective dates of the filing of such documents with the Securities and Exchange Commission until the information contained therein is superseded or updated by any subsequently-filed document that is or is deemed to be incorporated by reference in this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant's Amended and Restated Certificate of Incorporation provides that a director of the Registrant's Board of Directors shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware Law is subsequently amended to permit further limitation of the personal liability of directors, the liability of a director of the Registrant will be eliminated or limited to the fullest extent permitted by the Delaware Law as so amended.

ITEM 7. EXEMPTIONS FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

L.1 Waste Connections, Inc. Consultant Incentive Plan.

M.1 Opinion of Shartsis, Friese & Ginsburg LLP.

J3.1 Consent of Ernst & Young LLP, Independent Auditors.

J3.2 Consent of Shartsis, Friese & Ginsburg LLP (reference is made to Exhibit 5.1).

J4.1 Power of Attorney of certain officers and directors (reference is made to page II-3).

ITEM 9. UNDERTAKINGS.

The Registrant hereby undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

(b) that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(e) that insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Folsom, California, on January 8, 2003.

WASTE CONNECTIONS, INC.

By: *Ronald J. Mittelstaedt*

Ronald J. Mittelstaedt,

Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald J. Mittelstaedt and Steven F. Bouck, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the date indicated:

Signature Title Date

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/s/ Ronald J. Mittelstaedt

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President, Chief Executive January 8, 2003
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-- Officer, Chairman and Director

Ronald J. Mittelstaedt

/s/ Steven F. Bouck

Executive Vice President and January 8, 2003

-- Chief Financial Officer

Steven F. Bouck

/s/ Michael R. Foos

Vice President-Finance January 8, 2003

-- and Chief Accounting Officer

Michael R. Foos

/s/ Eugene V. Dupreau

Vice President-Western Region January 8, 2003

-- and Director

Eugene V. Dupreau

/s/ Michael W. Harlan

Director January 8, 2003

Michael W. Harlan

/s/ William J. Razzouk

Director January 8, 2003

William J. Razzouk

/s/ Robert H. Davis

Director January 8, 2003

Robert H. Davis

EXHIBIT INDEX

Sequentially

Numbered Page

4.1 Waste Connections, Inc. Consultant Incentive Plan.

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23.2 Consent of Shartsis, Friese & Ginsburg LLP (reference is made to

Exhibit 5.1).

24.1 Power of Attorney of certain officers and directors (reference is

made to page II-3).

EXHIBIT 4.1

WASTE CONNECTIONS, INC.

2002 CONSULTANT INCENTIVE PLAN

WASTE CONNECTIONS, INC.

CONSULTANT INCENTIVE PLAN

1. **PURPOSE.**

The purpose of the Plan is to provide a means for the Company and any Subsidiary, through the grant of Warrants to selected Consultants in connection with business development services rendered by such Consultants relating to acquisitions by the Company or a Subsidiary or other services approved by the Board, to attract and retain persons of ability as Consultants, and to motivate such persons to exert their best efforts on behalf of the Company and any Subsidiary.

2. **DEFINITIONS.**

(a) **"Board"** means the Company's Board of Directors.

(b) **"Change in Control"** means:

(i) any reorganization, liquidation or consolidation of the Company, or any merger or other business combination of the Company with any other corporation, other than any such merger or other combination that would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity outstanding immediately after such transaction;

(ii) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all, or substantially all, of the assets of the Company; or

(iii) any "person" (as defined in Section 13(d) and 14(d) of the Exchange Act) shall become the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of fifty percent (50%) or more of the Company's outstanding voting securities (except that for purposes of this definition, "person" shall not include any person (or any person that controls, is controlled by or is under common control with such person) who as of the date of a Warrant Agreement owns ten percent (10%) or more of the total voting power represented by the outstanding voting securities of the Company, or a trustee or other fiduciary holding securities under any employee benefit plan of the Company, or a corporation that is owned directly or indirectly by the stockholders of the Company in substantially the same percentage as their ownership of the Company).

A transaction shall not constitute a Change in Control if its sole purpose is to change the state of the Company's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held the Company's securities immediately before such transaction.

(c) **"Code"** means the Internal Revenue Code of 1986, as amended from time to time.

(d) **"Committee"** means a committee appointed by the Board in accordance with section 4(b) of the Plan.

(e) **"Company"** means Waste Connections, Inc., a Delaware corporation.

(f) **"Consultant"** means any natural person, including an advisor, engaged by the Company or a Subsidiary to render business development consulting or other bona fide services to the Company or any Subsidiary as approved by the Board and who is compensated for such services; provided that such services are not in connection with the Company's sale of securities in a capital-raising transaction and do not directly or indirectly promote or maintain a market for the Company's securities; and provided further that the term "Consultant" shall not include any Officers or Directors.

(g) **"Director"** means a member of the Company's Board.

(h) **"Exchange Act"** means the Securities Exchange Act of 1934, as amended.

(i) **"Holder"** means a Consultant who holds an outstanding Warrant.

(j) **"Officer"** means any officer of the Company or a Subsidiary.

(k) **"Plan"** means this Waste Connections, Inc. Consultant Incentive Plan.

(l) **"Securities Act"** means the Securities Act of 1933, as amended.

(m) **"Stock"** means the Common Stock of the Company.

(n) **"Subsidiary"** means any corporation that at the time a Warrant is granted under the Plan qualifies as a subsidiary of the Company under the definition of "subsidiary corporation" contained in section 424(f) of the Code, or any similar provision hereafter enacted.

(o) **"Warrant"** means a Warrant granted pursuant to this Plan.

(p) **"Warrant Agreement"** means a written agreement between the Company and a Holder evidencing the terms and conditions of an individual Warrant grant. Each Warrant Agreement shall be subject to the terms and conditions of the Plan.

3. **SHARES SUBJECT TO THE PLAN.**

Subject to adjustment as provided in section 6 for changes in Stock, the Stock that may be sold pursuant to Warrants shall not exceed in the aggregate 500,000 shares. Such number of shares shall be reserved for Warrants (subject to adjustment as provided in section 6). If any Warrant for any reason terminates, expires or is cancelled without having been exercised in full, the Stock not purchased under such Warrant shall revert to and again become available for issuance under the Plan.

4. **ADMINISTRATION.**

(a) The Plan shall be administered by the Board or, at the election of the Board, by a Committee, as provided in subsection (b). Subject to the Plan, the Board shall:

(i) determine and designate from time to time those Consultants to whom Warrants are to be granted;

(ii) authorize the granting of Warrants;

(iii) determine the number of shares subject to each Warrant and the Purchase Price of each Warrant;

(iv) determine the time or times when and the manner in which each Warrant shall be exercisable and the duration of the exercise period;

(v) construe and interpret the Plan and the Warrants, and establish, amend and revoke rules and regulations for the Plan's administration, and correct any defect, omission or inconsistency in the Plan or any Warrant Agreement in a manner and to the extent it deems necessary or expedient to make the Plan fully effective;

(vi) approve forms of Warrant Agreements for use under the Plan; and

(vii) make such other determinations as it may be authorized to make in the Plan and as it may deem necessary and desirable for the purposes of the Plan.

(b) The Board may delegate administration of the Plan to a Committee of the Board. The Committee shall consist of not less than two members appointed by the Board. Subject to the foregoing, the Board may from time to time increase the size of the Committee and appoint additional members, remove members (with or without cause) and appoint new members in substitution therefor, or fill vacancies, however caused. If the Board delegates administration of the Plan to a Committee, the Committee shall have the same powers theretofore possessed by the Board with respect to the administration of the Plan (and references in this Plan to the Board shall apply to the Committee), subject, however, to such resolutions, not inconsistent with the provisions of the Plan, as may be adopted from time to time by the Board. The Board may abolish the Committee at any time and revest in the Board the administration of the Plan.

5. **TERMS AND CONDITIONS OF WARRANTS.**

Each Warrant granted shall be evidenced by a Warrant Agreement in substantially the form attached hereto as Annex A or such other form as may be approved by the Board. Each Warrant Agreement shall include the following terms and conditions and such other terms and conditions as the Board may deem appropriate:

(a) **WARRANT TERM**. Each Warrant Agreement shall specify the term for which the Warrant thereunder is granted and shall provide that such Warrant shall expire at the end of such term; provided that the Board may extend such term.

(b) **PURCHASE PRICE**. Each Warrant Agreement shall specify the purchase price per share, as determined by the Board at the time the Warrant is granted.

(c) **VESTING**. Each Warrant Agreement shall specify when it is exercisable. The total number of shares of Stock subject to a Warrant may, but need not, be allotted in periodic installments (which may, but need not be, equal). A Warrant Agreement may provide that from time to time during each of such installment periods, the Warrant may become exercisable ("vest") with respect to some or all of the shares allotted to that period, and may be exercised with respect to some or all of the shares allotted to such period or any prior period as to which the Warrant shall have become vested but shall not have been fully exercised. A Warrant may be subject to such other terms and conditions on the time or times when it may be exercised (which may be based on performance or other criteria) as the Board deems appropriate.

(d) **PAYMENT OF PURCHASE PRICE ON EXERCISE**. Each Warrant Agreement shall provide that the purchase price of the shares as to which such Warrant may be exercised shall be paid to the Company at the time of exercise either (i) in cash or by certified or official bank check, (ii) by "net issue exercise" described in the Warrant Agreement, or (iii) in any other form or combination of forms of legal consideration that may be acceptable to the Board.

(e) **NONTRANSFERABILITY**. A Warrant shall not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of by the Holder during his or her lifetime, whether by operation of law or otherwise, other than by will or the laws of descent and distribution applicable to the Holder, and shall not be made subject to execution, attachment or similar process; provided that the Board may in its discretion at the time of approval of the grant of a Warrant or thereafter permit a Holder to transfer a Warrant to a trust or other entity established by the Holder for estate planning purposes, pursuant to a domestic relations order, or as a gift to certain family members, and may permit further transferability or impose conditions or limitations on any permitted transferability. Otherwise, during the lifetime of a Holder, a Warrant shall be exercisable only by such Holder.

(f) **CONDITIONS ON EXERCISE OF WARRANTS AND ISSUANCE OF SHARES**.

(i) **SECURITIES LAW COMPLIANCE**. The Plan, the grant and exercise of Warrants thereunder and the obligation of the Company to sell and deliver shares of Stock on exercise of Warrants shall be subject to all applicable

Federal and state laws, rules and regulations and to such approvals by any government or regulatory agency as may be required, in the opinion of the Board. Warrants may not be exercised if the issuance of shares of Stock upon exercise would constitute a violation of any applicable federal, state or foreign securities laws or other law or regulations or the requirements of any stock exchange or market system upon which the Stock may then be listed. In addition, no Warrant may be exercised unless (a) a registration statement under the Securities Act shall at the time of exercise of the Warrant be in effect with respect to the shares of Stock issuable upon exercise of the Warrant or (b) in the opinion of legal counsel to the Company, the shares of Stock issuable upon exercise of the Warrant may be issued in accordance with the terms of an applicable exemption from the registration requirements of the Securities Act. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company's legal counsel to be necessary to the lawful issuance and sale of any shares of Stock hereunder shall relieve the Company of any liability in respect of the failure to issue or sell such shares as to which such requisite authority shall not have been obtained. As a condition to the exercise of any Warrant, the Company may require the Holder to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company.

(ii) **INVESTMENT REPRESENTATION**. The Company may require any Holder, or any person to whom a Warrant is transferred, as a condition of exercising such Warrant, to (A) give written assurances satisfactory to the Company as to the Holder's knowledge and experience in financial and business matters or to employ a purchaser representative reasonably satisfactory to the Company who is knowledgeable and experienced in financial and business matters, and that he or she is capable of evaluating, alone or together with the purchaser representative, the merits and risks of exercising the Warrant, and (B) to give written assurances satisfactory to the Company stating that such person is acquiring the shares of Stock subject to the Warrant for such person's own account and not with any present intention of selling or otherwise distributing the shares. The foregoing requirements, and any assurances given pursuant to such requirements, shall not apply if (1) the issuance of the shares of Stock on the exercise of the Warrant has been registered under a then currently effective registration statement under the Securities Act, or (2) counsel for the Company determines as to any particular requirement that such requirement need not be met in the circumstances under the then applicable securities laws. The Company may, with the advice of its counsel, place such legends on stock certificates issued under the Plan as the Company deems necessary or appropriate to comply with applicable securities laws, including, but not limited to, legends restricting the transfer of the Stock.

6. **ADJUSTMENTS ON CERTAIN EVENTS**.

(a) **CHANGE IN CONTROL**. Each Warrant Agreement shall provide that if the Company is subject to a Change in Control:

(i) immediately prior thereto all outstanding Warrants shall be automatically accelerated and become immediately exercisable as to all of the shares of Stock covered thereby, notwithstanding anything to the contrary in the Plan or the Warrant Agreement; and

(ii) the Board may, in its discretion, and on such terms and conditions as it deems appropriate, by resolution adopted by the Board or by the terms of any agreement of sale, merger or consolidation giving rise to the Change in Control, provide that, without the Holder's consent, the shares subject to a Warrant may (A) continue as an immediately exercisable Warrant of the Company (if the Company is the surviving corporation), (B) be assumed as immediately exercisable Warrants by the surviving corporation or its parent, (C) be substituted by immediately exercisable warrants granted by the surviving corporation or its parent with substantially the same terms for the Warrant, or (D) be cancelled after payment to the Holder of an amount in cash or other consideration delivered to stockholders of the Company in the transaction resulting in a Change in Control of the Company equal to the total number of shares subject to the Warrant multiplied by the remainder of (1) the amount per share to be received by holders of the Company's Stock in the sale, merger or consolidation, minus (2) the exercise price per share of the shares subject to the Warrant.

(b) **STOCK DIVIDENDS, STOCK SPLITS, ETC**. The exercise price shall be subject to adjustment from time to time in the event that the Company shall (i) pay a dividend in, or make a distribution of, shares of Stock (or securities convertible into, exchangeable for or otherwise entitling a holder thereof to receive Stock), or evidences of indebtedness or other property or assets, on outstanding Stock, (ii) subdivide the outstanding shares of Stock into a greater number of shares, (iii) combine the outstanding shares of Stock into a smaller number of shares or (iv) issue any shares of its capital stock in a reclassification of the Stock (including any such reclassification in connection with a consolidation or merger in which the Company is the resulting corporation). An adjustment made pursuant to this section 6(b) shall, in the case of a dividend or distribution, be made as of the record date therefor and, in the case of a subdivision, combination or reclassification, be made as of the effective date thereof. In any such case, the total number of shares and the number of shares or other units of such other securities purchasable on exercise of the Warrant immediately prior thereto shall be adjusted so that the Holder shall be entitled to receive at the same aggregate purchase price the number of shares of Stock and the number of shares or other units of such other securities that the Holder would have owned or would have been entitled to receive immediately following the occurrence of any of the events described above had the Warrant been exercised in full immediately prior to the occurrence (or applicable record date) of such event. If, as a result of any adjustment pursuant to this section 6(b), the Holder shall become entitled to receive shares of two or more classes or series of securities of the Company, the Board shall equitably determine the allocation of the adjusted exercise price between or among shares or other units of such classes or series and shall notify the Holder of such allocation.

(c) **FURTHER ADJUSTMENTS**. If at any time, as a result of an adjustment made pursuant to this section 6, a Holder shall become entitled to receive any shares of capital stock or shares or other units of other securities or property or assets other than Stock, the number of such other shares or units so receivable on any exercise of the Warrant shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the shares of Stock in this section 6, and the provisions of this Agreement with respect to the shares of Stock shall apply, with necessary changes in points of detail, on like terms to any such other shares or units.

(d) **NO FRACTIONAL SHARES**. All calculations under this section 6 shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be, but in no event shall the Company be obligated to issue any fractional share on any exercise of a Warrant.

7. **AMENDMENT OF THE PLAN**.

(a) The Board may from time to time amend or modify the Plan for any reason; provided that the Company will seek shareholder approval for any change if and to the extent required by applicable law, regulation or rule.

(b) Rights and obligations under any Warrant granted before amendment of the Plan shall not be altered or impaired by any amendment, unless the Holder consents in writing.

8. **TERMINATION OR SUSPENSION OF THE PLAN**.

The Board may suspend or terminate the Plan at any time for any reason. Unless sooner terminated, the Plan shall terminate on the day prior to the tenth anniversary of the date the Plan is adopted by the Board. No Warrants may be granted under the Plan while the Plan is suspended or after it is terminated. Rights and obligations under any Warrant granted while the Plan is in effect shall not be altered or impaired by suspension or termination of the Plan, except with the written consent of the Holder.

9. **EFFECTIVE DATE OF THE PLAN**.

The Plan shall be effective immediately upon its adoption by the Board.

10. **WITHHOLDING TAXES**.

Whenever the Company proposes or is required to issue or transfer shares of Stock under the Plan, the Company shall have the right to require the grantee to remit to the Company an amount sufficient to satisfy any Federal, state or local withholding tax requirements prior to the delivery of any certificate or certificates for such shares. Alternatively, the Company may issue or transfer such shares net of the number of shares sufficient to satisfy the withholding tax requirements. For withholding tax purposes, the shares of Stock shall be valued on the date the withholding obligation is incurred.

11. **NO RIGHTS AS STOCKHOLDER**.

No Holder, as such, shall have any rights as a stockholder of the Company.

12. **NO RIGHTS TO CONTINUED ENGAGEMENT**.

The Plan and any Warrants granted under the Plan shall not confer on any Holder any right with respect to continuation of engagement by the Company or any Subsidiary as a Consultant or otherwise, nor shall they interfere in any way with the right of the Company or any Subsidiary that engages a Consultant to terminate the Consultant's engagement at any time.

13. **INDEMNIFICATION**.

In addition to such other rights of indemnification as they may have as Officers or Directors, Officers or Directors to whom authority to act for the Board or the Company with respect to the Plan is delegated shall be indemnified by the Company against all reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the Plan, or any right granted hereunder, and against all amounts paid by them in settlement thereof (provided such settlement is approved by independent legal counsel selected by the Company) or paid by them in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for gross negligence, bad faith or intentional misconduct in duties; provided, however, that within sixty (60) days after the institution of such action, suit or proceeding, such person shall offer to the Company, in writing, the opportunity at its own expense to handle and defend the same.

ANNEX A

NEITHER THIS WARRANT NOR THE SHARES OF COMMON STOCK PURCHASABLE ON EXERCISE HEREOF HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE ENCUMBERED, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT THEREFOR UNDER SAID ACT OR AN OPINION OF COUNSEL SATISFACTORY IN FORM AND SUBSTANCE TO THE CORPORATION AND CONCURRED IN BY THE CORPORATION'S COUNSEL TO THE EFFECT THAT SUCH REGISTRATION IS NOT REQUIRED UNDER SAID ACT OR SUCH TRANSACTION COMPLIES WITH RULES PROMULGATED BY THE SECURITIES AND EXCHANGE COMMISSION UNDER SAID ACT.

Warrant No. ___ Warrant to Purchase

_________ shares of

Common Stock (Subject

to Adjustment)

WARRANT TO PURCHASE COMMON STOCK

of

WASTE CONNECTIONS, INC.

Void after ________________________

This certifies that for value received, _____________ ("Holder") is entitled, subject to the terms set forth below, at any time or from time to time beginning on _______________ and before 5:00 p.m., Pacific standard time, on _______________________, to purchase from Waste Connections, Inc., a Delaware corporation (the "Company"), up to ____________ fully paid and nonassessable shares of the common stock, par value $0.01 per share, of the Company (the "Common Stock") as constituted on _______________________ (the "Issue Date"), upon surrender hereof at the principal office of the Company, with the subscription form attached hereto properly completed and duly executed, and simultaneous payment therefor in lawful money of the United States at the price of $______ per share, subject to adjustment as provided in Section 4 hereof (the "Purchase Price"). The number and character of such shares of Common Stock are also subject to adjustment as provided below. Such number shall be reduced at such time or times as this Warrant is exercised in part by the number of shares as to which this Warrant is then exercised. The term "Warrant Stock" shall mean, unless the context otherwise requires, the stock and other securities and property at any time receivable upon the exercise of this Warrant. The term "warrant" as used herein shall include this Warrant and any warrants delivered in substitution or exchange therefor as provided herein.

I. Method of Exercise; Payment. Subject to compliance with the provisions of Section 7 hereof:

A. Cash Exercise. This Warrant may be exercised as a whole, or in part from time to time, by the Holder by delivering this Warrant, for cancellation if it is exercised as a whole or for endorsement if it is exercised in part, together with a Subscription in the form appearing at the end hereof properly completed and duly executed by or on behalf of the Holder, to the Company at its office in Folsom, California (or at the office of the agency maintained for such purpose), accompanied by payment in cash or by certified or official bank check payable to the order of the Company, in an aggregate amount equal to the Purchase Price as then adjusted times the number of shares of Warrant Stock as to which this Warrant is then being exercised. In the event of any such exercise that is partial, the Company shall endorse this Warrant as having been exercised to that extent and return this Warrant to the Holder. This Warrant shall be deemed to have been exercised immediately prior to the close of business on the date of its surrender for exercise as provided above, and the person entitled to receive the shares of Warrant Stock issuable upon such exercise shall be treated for all purposes as the holder of such shares of record as of the close of business on such date.

B. Net Issue Exercise. In lieu of exercising this Warrant pursuant to Section 1.A, Holder may elect to receive shares equal to the value of this Warrant (or the portion thereof being cancelled) by surrender of this Warrant at such office together with notice of such election, in which event the Company shall issue to Holder a number of shares of Warrant Stock computed using the following formula:

$$X = \frac{Y\,(A-B)}{A}$$

Where X = the number of shares of Warrant Stock to be issued to Holder.

Y = the number of shares of Warrant Stock purchasable under this Warrant at the date of such calculation or, if only a portion of this Warrant is being exercised, the portion of this Warrant being cancelled at the date of such calculation.

A = the fair market value of one share of Warrant Stock purchasable under this Warrant at the date of such calculation.

B = Purchase Price (as adjusted to the date of such calculations).

For purposes of this Warrant, fair market value of one share of Warrant Stock shall mean:

(1) The average of the closing price of the Common Stock quoted on the New York Stock Exchange or the closing price quoted on any other national securities exchange or the NASDAQ National Market on which the Common Stock is listed, whichever is applicable, as published in the Western Edition of The Wall Street Journal for the ten trading days prior to the date of determination of fair market value; or

(2) If the Common Stock is not traded on the New York Stock Exchange or on such other exchange or the NASDAQ National Market, an amount reasonably determined in good faith by the Board of Directors to be the fair market value.

C. Delivery of Stock Certificates. The Company will, or will direct its transfer agent to, issue, as soon as practicable after any exercise of this Warrant under Section 1 and in any event within thirty days thereafter, at its expense (including the payment by it of any applicable issue taxes), in the name of and deliver to the Holder, or as the Holder may direct (on payment by the Holder of any applicable transfer taxes) a certificate or certificates for the number of fully paid and nonassessable shares of Warrant Stock as to which this warrant is so exercised.

J. Payment of Taxes. All shares of Warrant Stock issued upon the exercise of this Warrant shall be validly issued, fully paid and nonassessable, and the Company shall pay all taxes and other governmental charges that may be imposed in respect of the issuance or delivery thereof. The Company shall not be required, however, to pay any tax or other charge imposed in connection with any transfer involved in the issue of any certificate for shares of Warrant Stock in any name other than that of the Holder and, in such case, the Company shall not be required to issue or deliver any stock certificate until such tax or other charge has been paid, or it has been established to the Company's satisfaction that no tax or other charge is due.

3. A. Transfer. This Warrant and all rights hereunder are generally not transferable except by will or the laws of descent and distribution, unless the Company expressly permits a transfer, such as to a trust or other entity for estate planning purposes, pursuant to a domestic relations order, or as a gift to certain family members. Unless the Company approves such a transfer, this Warrant is exercisable during the Holder's life only by the Holder.

B. Exchange. At the request of the Holder, the Company shall exchange this Warrant for two or more Warrants of like tenor entitling the Holder to purchase the same aggregate number of shares of Warrant Stock, each new Warrant to represent the right to purchase such number of shares of Warrant Stock as the Holder shall designate at the time of such exchange; provided that the Holder shall not be entitled so to exchange this Warrant or any warrant received in any such exchange on more than an aggregate of five occasions.

L. A. Change in Control. In the event that the Company is subject to a Change in Control:

(i) immediately prior thereto this Warrant shall be automatically accelerated and become immediately exercisable as to all of the shares of Warrant Stock covered hereby, notwithstanding anything to the contrary in the Plan or this Agreement; and

(ii) the Board may, in its discretion, and on such terms and conditions as it deems appropriate, by resolution adopted by the Board or by the terms of any agreement of sale, merger or consolidation giving rise to the Change in Control, provide that, without the Holder's consent, the shares subject to this Warrant may (a) continue as an immediately exercisable warrant of the Company (if the Company is the surviving corporation), (b) be assumed as immediately exercisable warrants by the surviving corporation or its parent, (c) be substituted by immediately exercisable warrants granted by the surviving corporation or its parent with substantially the same terms for this Warrant, or (d) be cancelled after payment to the Holder of an amount in cash or other consideration delivered to stockholders of the Company in the transaction resulting in a Change in Control of the Company equal to the total number of shares subject to this Warrant multiplied by the remainder of (1) the amount per share to be received by holders of the Common Stock in the sale, merger or consolidation, minus (2) the exercise price per share of the shares of Warrant Stock subject to this Warrant.

B. Stock Dividends, Stock Splits, Etc. The exercise price shall be subject to adjustment from time to time in the event that the Company shall (i) pay a dividend in, or make a distribution of, shares of Common Stock (or securities convertible into, exchangeable for or otherwise entitling a holder thereof to receive Common Stock), or evidences of indebtedness or other property or assets, on outstanding Common Stock, (ii) subdivide the outstanding shares of Common Stock into a greater number of shares, (iii) combine the outstanding shares of Common Stock into a smaller number of shares or (iv) issue any shares of its capital stock in a reclassification of the Common Stock (including any such reclassification in connection with a consolidation or merger in which the Company is the resulting corporation). An adjustment made pursuant to this Section 4.B shall, in the case of a dividend or distribution, be made as of the record date therefor and, in the case of a subdivision, combination or reclassification, be made as of the effective date thereof. In any such case, the total number of shares and the number of shares or other units of such other securities purchasable on exercise of this Warrant immediately prior thereto shall be adjusted so that the Holder shall be entitled to receive at the same aggregate purchase price the number of shares of Warrant Stock and the number of shares or other units of such other securities that the Holder would have owned or would have been entitled to receive immediately following the occurrence of any of the events described above had the Warrant been exercised in full immediately prior to the occurrence (or applicable record date) of such event. If, as a result of any adjustment pursuant to this Section 4.B, the Holder shall become entitled to receive shares of two or more classes or series of securities of the Company, the Board shall equitably determine the allocation of the adjusted exercise price between or among shares or other units of such classes or series and shall notify the Holder of such allocation.

C. Further Adjustments. If at any time, as a result of an adjustment made pursuant to this Section 4, the Holder shall become entitled to receive any shares of capital stock or shares or other units of other securities or property or assets other than Warrant Stock, the number of such other shares or units so receivable on any exercise of the Warrant shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the shares of Warrant Stock in this Section 4, and the provisions of this Agreement with respect to the shares of Warrant Stock shall apply, with necessary changes in points of detail, on like terms to any such other shares or units.

D. No Fractional Shares. All calculations under this Section 4 shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be, but in no event shall the Company be obligated to issue any fractional share on any exercise of the Warrant.

E. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment pursuant to this Section 4, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each Holder of this Warrant a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request, at any time, of any such Holder, furnish or cause to be furnished to such Holder a like certificate setting forth: (i) such adjustments and readjustments; (ii) the Purchase Price at the time in effect; and (iii) the number of shares and the amount, if any, of other property that at the time would be received upon the exercise of the Warrant.

F. No Dilution or Impairment. The Company will not by amendment of its Certificate of Incorporation, or through reorganization, consolidation, merger, dissolution, issuance or sale of securities, sale of assets, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Warrant, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the Holder against dilution or other impairment. Without limiting the generality of the foregoing, the Company (i) will not increase the par value of any shares of Warrant Stock receivable upon the exercise of this Warrant above the amount payable therefor upon such exercise, (ii) will take all such action as may be necessary or appropriate in order that the Company may validly and legally issue fully paid and nonassessable shares upon the exercise of this Warrant, and (iii) will take no action to amend its Certificate of Incorporation that would change to the detriment of the holders of Common Stock (whether or not any Common Stock be at the time outstanding) the dividend or voting rights of the Company's Common Stock (as constituted on the Issue Date).

G. Notices of Record Date. In case:

(i) The Company shall take a record of the holders of its Common Stock (or other stock or securities at the time receivable upon the exercise of this Warrant) for the purpose of entitling them to receive any dividend or other distribution or any right to subscribe for or purchase any shares of stock of any class or any other securities, or to receive any other right, or

(ii) Of any capital reorganization of the Company, any reclassification of the capital stock of the Company, any split or combination of shares of any class of capital stock of the Company, any consolidation or merger of the Company with or into another corporation, or any conveyance of all or substantially all of the assets of the Company to another corporation, or

(iii) Of any voluntary dissolution, liquidation or winding-up of the Company,

then, and in each such case, the Company will mail or cause to be mailed to the Holder a notice specifying, as the case may be, (a) the date on which a record is to be taken for the purpose of such dividend, distribution or right, and stating the amount and character of such dividend, distribution or right, or (b) the date on which such reorganization, reclassification, split, combination, consolidation, merger, conveyance, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such stock or securities at the time receivable upon the exercise of this Warrant) shall be entitled to exchange their shares of Common Stock (or such other stock or securities) for securities or other property deliverable upon such reorganization, reclassification, split, combination, consolidation, merger, conveyance, dissolution, liquidation or winding-up. Such notice shall be mailed at least 90 days prior to the date therein specified.

M. Loss or Mutilation. Upon receipt by the Company of evidence reasonably satisfactory to it of the ownership of and the loss, theft, destruction or mutilation of this Warrant, and of indemnity reasonably satisfactory to it, and (in the case of mutilation) upon surrender and cancellation of this Warrant, the Company will execute and deliver in lieu thereof a new warrant of like tenor.

N. Reservation of Common Stock. The Company shall at all times reserve and keep available for issue upon the exercise of this Warrant such number of its authorized but unissued shares of Warrant Stock as will be sufficient to permit the exercise in full of this Warrant.

O. Investment Intent. The Holder, by accepting this Warrant, represents and warrants to the Company as follows:

A. Acquisition for Own Account. The Holder is acquiring this Warrant for the Holder's own account, not as a nominee or agent. The Holder is not obligated to transfer this Warrant to anyone else nor has any agreements or understandings to do so. The Holder is acquiring this Warrant for investment for an indefinite period and not with a view to any sale or distribution of it, by public or private sale or other disposition, and has no intention of selling, granting any participation in or otherwise distributing or disposing of it. The Holder does not intend to subdivide the Warrant with anyone.

B. Restricted Securities. The Holder is able to bear the economic risk of the Holder's investment in this Warrant and is aware that the Holder must be prepared to hold this Warrant for an indefinite period and that this Warrant has not been registered under the Act, on the ground that no distribution or public offering of this Warrant is to be effected and this Warrant is being issued by the Company without any public offering within the meaning of Section 4(2) of the Act.

C. Sophistication. The Holder is an "accredited investor" as that term is defined in Regulation D under the Act. The Holder has such knowledge and experience in financial and business matters that the Holder is capable of evaluating the merits and risks of the Holder's investment in this Warrant.

D. Agreement to Refrain from Resales. Without in any way limiting the Holder's representations herein, the Holder further agrees that the Holder shall not encumber, pledge, hypothecate, sell, assign, transfer or otherwise dispose of this Warrant, unless and until, prior to any proposed encumbrance, pledge, hypothecation, sale, assignment, transfer or other disposition, either (i) a registration statement under the Act with respect thereto shall be then effective (ii)(a) the Holder shall have furnished the Company with a statement of the circumstances of the proposed disposition and an opinion of counsel (obtained at the Holder's expense) satisfactory to the Company to the effect that such disposition will not require registration under the Act and (b) counsel for the Company shall have concurred in such opinion of counsel and the Company shall have advised the Holder of such concurrence.

E. Certificates to be Legended. The Holder understands and agrees that this Warrant and any warrant issued to replace this Warrant will bear a legend on the face thereof (or on the reverse thereof with a reference to such legend on the face thereof) in substantially the form set forth on the first page of this Warrant and any other legend that the Company considers necessary or appropriate to comply with any applicable securities law.

8. Notices. All notices and other communications from the Company to the Holder shall be mailed by first-class registered or certified mail, postage prepaid, to the address furnished to the Company in writing by the last Holder who shall have furnished an address to the Company in writing.

9. Change; Waiver. Neither this Warrant nor any term hereof may be changed, waived, discharged or terminated orally but only by an instrument in writing signed by the party against which enforcement of the change, waiver, discharge or termination is sought.

I0. Attorneys' Fees. In the event any party is required to engage the services of attorneys for the purpose of enforcing this Warrant, or any provision hereof, the prevailing party shall be entitled to recover its reasonable attorneys' fees and any other costs or expenses.

I1. Headings. The headings in this Warrant are for purposes of convenience in reference only, and shall not be deemed to constitute a part hereof.

I2. Law Governing. This Warrant shall be construed and enforced in accordance with and governed by the laws of the State of California.

DATED: ______________________________

WASTE CONNECTIONS, INC.

By: _______

Ronald J. Mittelstaedt

President and Chief Executive Officer

ENDORSEMENTS

Exercise Date	Number of Shares as to Which Exercised	Number of Shares Remaining Available for Exercise	Signature of Authorized Officer of the Company

SUBSCRIPTION FORM

(To be executed only upon exercise of warrant)

The undersigned Holder of this Warrant irrevocably exercises this Warrant for the purchase of _________ shares of Common Stock of Waste Connections, Inc., purchasable with this Warrant, and herewith makes payment therefor, all at the price and on the terms and conditions specified in this Warrant.

Dated: ______________________________

____

(signature of Holder)

____

(Street Address)

____

(city) (state) (zip Code)

FORM OF ASSIGNMENT

FOR VALUE RECEIVED the undersigned Holder of this Warrant hereby sells, assigns and transfers unto the Assignee named below all of the rights of the undersigned under the within Warrant, with respect to the number of shares of Common Stock set forth below:

Name of Assignee	Address	No. of Shares

and does hereby irrevocably constitute and appoint ____________ [Attorney] to make such transfer on the books of Waste Connections, Inc., maintained for the purpose, with full power of substitution in the premises.

Dated: _______________________

[Holder]

By:_______________________________________

Name: _______________________________________

Title: _______________________________________

EXHIBIT 5.1

[LETTERHEAD SHARTSIS, FRIESE & GINSBURG, LLP]

January 8, 2003

Waste Connections, Inc.

620 Coolidge Drive, Suite 350

Folsom, CA 95630

Re: Waste Connections, Inc. Registration Statement on Form S-8

for Consultant Incentive Plan

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 filed by Waste Connections, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission in connection with the proposed issuance and sale by the Company of an additional 500,000 shares of the Company's Common Stock, par value $0.01 per share (the "Common Stock") on exercise of warrants issued pursuant to the Company's Consultant Incentive Plan. As counsel for the Company in connection with the registration, we render the opinion set forth below.

We have examined, and are familiar with, originals or copies, certified or otherwise authenticated to our satisfaction, of documents, corporate records and other writings which we consider relevant for the purpose of this opinion. We have also reviewed the Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws and pertinent resolutions of the Board of Directors of the Company. In addition, we have ascertained or verified other facts which we deem relevant for the purpose of this opinion.

In connection with this examination, we have assumed the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Based upon the foregoing, and such other legal considerations as we deem appropriate, we are of the opinion that:

The additional 500,000 shares of Common Stock proposed to be sold by the Company under the terms of the Company's Consultant Incentive Plan (the "Plan"), when sold and issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

SHARTSIS, FRIESE & GINSBURG LLP

/s/ Shartsis, Friese & Ginsburg LLP

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Waste Connections, Inc. Consultant Incentive Plan of our report dated February 15, 2002, with respect to the consolidated financial statements and schedule of Waste Connections, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Sacramento, California

January 2, 2003

ability to pay dividends and meet other obligations depends upon the receipt of dividends or other payments from our operating subsidiaries and other holdings and investments. In addition, our operating subsidiaries are subject to restrictions on their ability to make distributions to us, including as a result of restrictive covenants and minimum net worth requirements in loan agreements, restrictions on the conversion of local currency into US dollars or other hard currency and other regulatory restrictions.

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As a foreign private issuer , we are not subject to certain rules promulgated by Nasdaq that other Nasdaq-listed issuers are required to comply with.

Our common shares are currently listed on The Nasdaq Global Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by Nasdaq applicable to listed companies. As permitted under Nasdaq rules applicable to foreign private issuers, we have determined not to comply with the following Nasdaq rules:

- our independent directors do not hold regularly scheduled meetings in executive session;
- the compensation of our executive officers is not determined by an independent committee of the board or by the independent members of the board of directors, and our CEO may be present and participate in the deliberations concerning his compensation;
- related party transactions are not required to be reviewed or approved by our audit committee or other independent body of the board of directors; and
- we are not required to solicit shareholder approval of stock plans, including those in which our officers or directors may participate; stock issuances that will result in a change in control; the issuance of our stock in related party transactions or other transactions in which we may issue 20% or more of our outstanding shares; or, below market issuances of 20% or more of our outstanding shares to any person.

We may in the future determine to voluntarily comply with one or more of the foregoing provisions.

It may be difficult to serve us with legal process or enforce judgments against us or our management.

We are a British Virgin Islands holding company, and substantially all of our assets are located in China and Hong Kong. In addition, all but one of our directors and officers are non-residents of the United States, and all or substantial portions of the assets of such non-residents are located outside the United States. As a result, it may not be possible to effect service of process within the United States upon such persons. Moreover, there is doubt as to whether the courts of the British Virgin Islands, China or Hong Kong would enforce:

- judgments of United States courts against us, our directors or our officers based on the civil liability provisions of the securities laws of the United States or any state; or
- in original actions brought in the British Virgin Islands, China or Hong Kong, liabilities against us or non-residents based upon the securities laws of the United States or any state.

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Some information about us may be unavailable due to exemptions under the Exchange Act for a foreign private issuer.

We are a foreign private issuer within the meaning of the rules under the Exchange Act. As such, we are exempt from certain provisions applicable to United States domestic public companies, including:

- the rules under the Exchange Act requiring the filing with the Securities and Exchange Commission of quarterly reports on Form 10-Q or current reports on Form 8-K;
- the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information;
- the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations applicable to a security registered under the Exchange Act; and
- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any short-swing trading transaction.

Because of these exemptions, investors are not provided with the same information which is generally available about domestic public companies organized in the United States.

Since we are a British Virgin Islands company, the rights of our shareholders may be more limited than those of shareholders of a company organized in the United States.

Under the laws of most jurisdictions in the United States, majority and controlling shareholders generally have certain fiduciary responsibilities to the minority shareholders. Shareholder action must be taken in good faith, and actions by controlling shareholders which are obviously unreasonable may be declared null and void. British Virgin Islands law protecting the interests of minority shareholders may not be as protective in all circumstances as the law protecting minority shareholders in US jurisdictions. In addition, the circumstances in which a shareholder of a BVI company may sue the company derivatively, and the procedures and defenses that may be available to the company, may result in the rights of shareholders of a BVI company being more limited than those of shareholders of a company organized in the US.

Furthermore, our directors have the power to take certain actions without shareholder approval which would require shareholder approval under the laws of most US jurisdictions. The directors of a BVI corporation, subject in certain cases to court approval but without shareholder approval, may implement a reorganization, merger or consolidation, the sale of any assets, property, part of the business, or securities of the corporation. Our ability to amend our Memorandum of Association and Articles of Association without shareholder approval could have the effect of delaying, deterring or preventing a change in our control without any further action by the shareholders, including a tender offer to purchase our common stock at a premium over then current market prices.

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Legal proceedings related to our historical reporting of financial results and other issues may significantly harm our business.

Several lawsuits have been filed against us and certain officers and members of the Board of Directors, alleging false representations and material omissions in connection with press releases, SEC filings and other statements that purportedly overstated the Company s business prospects and financial results. These lawsuits are described more fully in Part I, Item 8 and in Part I, Item 18, Note 12 to our consolidated financial statements contained in this Form 20-F. Defending these lawsuits has and will continue to result in significant expenditures and the diversion of our management s time and attention from the operation of our business, which could have a negative effect on our business operations. From time to time, we may become involved in other litigation or other proceedings. Matters arising out of or related to the outcome of litigation could possibly harm our future results of operations or financial condition due to expenses we may incur to defend ourselves or the ramifications of an adverse decision.

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ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY.

LJ International Inc. (we or the Company) was incorporated as an international business company under the International Business Companies Act of the British Virgin Islands on January 30, 1997. As of December 31, 2007, we owned all of the issued share capital in the following significant subsidiaries except Goldleaves Gems (Shenzhen) Co., Ltd.:

- Lorenzo Jewelry Limited (Lorenzo Jewelry), a company incorporated in Hong Kong on February 20, 1987
- Lorenzo Jewellery (Shenzhen) Co., Ltd.
- Lorenzo (Shenzhen) Co., Ltd.
- Goldleaves Gems (Shenzhen) Co., Ltd. (98% equity ownership)

Our principal place of business and our executive office is located at Unit #12, 12/F, Block A, Focal Industrial Centre, 21 Man Lok Street, Hung Hom, Kowloon, Hong Kong, telephone: (011) 852-2764-3622. We have designated CT Corporation, 111 Eighth Avenue, New York, New York 10011 as our agent for service of process in the United States.

During our last three fiscal years, we have made the following significant capital expenditures:

- we invested $670,000 for the purchase of 1,639 square meters of production space in our Shenzhen, China facility during the fiscal year ended December 31, 2005
- we acquired an additional 78% of the equity of Goldleaves International Limited for $2,827,500 during the fiscal year ended December 31, 2005
- we spent $1,105,000 on capital expenditures, excluding inventory, for ENZO retail store openings during the fiscal year ended December 31, 2006
- we spent $1,977,000 on capital expenditures, excluding inventory, for ENZO retail store openings during the fiscal year ended December 31, 2007

B. BUSINESS OVERVIEW.

We are a vertically integrated company that designs, brands, markets, distributes and retails a complete range of fine jewelry. While we specialize in the colored jewelry segment, we also offer high-end pieces set in yellow gold, white gold, platinum or sterling silver and adorned with colored stones, diamonds, pearls and precious stones. We distribute to fine jewelers, department stores, national jewelry chains and electronic and specialty retailers throughout North America and Western Europe; and we conduct our jewelry retail business through the ENZO brand in the Asia Pacific region, with the primary focus in the PRC market, which we regard as having one of the largest and fastest growing consumer demands for luxury items. Our

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product lines incorporate all major categories sought by major retailers, including earrings, necklaces, pendants, rings and bracelets.

We believe that our vertically integrated structure provides significant advantages over our competitors. All profits from value added processes are captured internally, rather than shared with third party manufacturers. This results in very competitive pricing for the retailer and enhanced profits for us. Innovative processes in stone cutting and production further enhance our competitive position.

We employ an international design team and all of our designs and merchandising strategies are proprietary. The exclusive and innovative concepts that we create offer brand potential. Our primary marketing focus has been in North America where we have sold directly to certain high volume customers that need specialized product development services, and through a marketing relationship with International Jewelry Connection for those customers that need higher levels of service and training.

We organize our marketing and distribution strategies by retail distribution channels. Concepts are developed for the specific needs of different market segments. We have identified the following as prime retail targets:

- fine jewelers;
- national jewelry chains;
- department stores;
- TV shopping channels; and
- discount chain stores.

For the years ended December 31, 2006 and 2007, approximately 62% and 53% of our sales were in North America.

In addition to our wholesale line of business involving direct sales to retailers, we have expanded into the retail sales line of business involving direct sales to consumers in China through company-owned retail stores under the brand name ENZO. In March 2004, we opened our first retail store in Hong Kong and opened our flagship store in Shanghai in November 2004. As of June 11, 2008, we currently operate 98 ENZO retail stores across Hong Kong, China and Macau.

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The following is a breakdown of our total revenues by geographic market for each of our past three financial years:

	Year ended December 31,		
	2007	2006	2005
(in thousands)	US$	US$	US$
US & Canada	80,572	76,889	67,780
Europe and other countries	32,597	24,452	20,527
Japan	2,206	2,454	3,686
PRC (including Hong Kong and Macau)	36,662	19,996	7,653
	152,037	123,791	99,646

Our Industry

The US jewelry industry is a highly fragmented $45 billion market, with no single entity having more than 6% market share. The industry consists primarily of three retail sectors:

- specialty retailers account for $27 billion in sales
- mass merchants and department stores account for $12 billion in sales
- direct avenues (television shopping, e-commerce, catalogs) account for $6 billion

The US jewelry industry is comprised of two major groups that distribute finished jewelry to retailers in the United States:

- a small number of producers that make and distribute their own jewelry directly to retailers; and
- a large number of wholesalers and distributors who purchase products or portions of products from third parties and resell those items to retailers.

We believe that vertically integrated companies that control costs by performing all value added processes enjoy a distinct competitive advantage over wholesalers and distributors who pay premium acquisition prices for items that they intend to resell. We further believe that large retailers want to rely upon prime producers because they believe that prime producers are reliable and low cost producers who can accommodate the large quantities of production that large retailers commonly purchase.

The Chinese jewelry industry has experienced rapid development due to a series of major reforms, including the liberalization of China s gold market, the lowering of tariff rates, and the decision of the Chinese Government to open up the retail sector to international companies.

In addition, rising income levels coupled with the growing urban population in China have helped the jewelry market record double-digit growth annually. The continuing acceleration of the urbanization trend in China will likely result in improved income levels, thereby increasing private consumption. The Chinese Government has also encouraged consumer spending by instituting longer national holidays and increasing the salary of civil servants.

Management believes that China is the largest consumer of platinum and jade in the world for the past three years, the largest consumer of diamonds in Asia, and the second largest consumer of gold in the world.

Our Business Strategy

Our business strategy is to:

- increase our market share of moderately priced high-quality gem-set colored and precious jewelry by capitalizing on our vertically integrated production processes to produce diamond and high-end precious stone jewelry in addition to high volume, high-quality colored products;
- further develop our existing customer relationships with our specialized services; and
- expand aggressively into new distribution channels, particularly in the United States, China, Western Europe, Japan, Russia and the Middle East.

We are aggressively developing new product lines in exotic stones, which have high perceived values among colored stones. We continue to expand into new product categories by:

- marketing a line of sterling silver jewelry. These are typically merchandised with a retail price range of $30 to $150;
- adding more lines into our LORENZO branded products with a retail price range of $199 to $999; and
- offering diamond jewelry and expanding this business to our current client base by adding diamonds to some of our settings, as well as offering newly designed jewelry.

Our China Retail Sales Strategy

In 2004, we initiated a retail sales strategy aimed at gaining market share in the rapidly growing consumer market in China. We opened three ENZO stores, two in China (including a flagship store in Shanghai) and one in Hong Kong. We believe that China represents an excellent retail sales opportunity for several reasons:

- significant retail market China s retail sales exceed $600 billion annually, making China the third largest market in the world.
- large and growing jewelry market we estimate that China s jewelry sales totaled nearly $17 billion in 2006 and $26 billion in 2007.
- large pool of consumers China has a population of more than 1.3 billion people. We estimate that roughly 160 million Chinese have enough income to purchase luxury goods.

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- favorable regulatory changes as a member of the World Trade Organization, China is eliminating many restrictions on foreign ownership and operation of retail stores. Tariffs on colored gemstones, gold, silver and pearls have been sharply reduced, and economic and trade relationships between China and Hong Kong have been liberalized.

- changing consumer preferences Chinese consumers are no longer purchasing jewelry solely as an investment. More Chinese consumers are embracing a more Western view of jewelry as a fashion accessory and now demand more contemporary, colorful designs.

We are expanding into China by means of Company-owned and -operated retail stores and supplier relationships with leading retailers, such as Carrefour.

We intend to implement our business strategy by:

- expanding our retail jewelry market in China by planning to open additional ENZO stores in China during 2008

- promoting visits with customers to coordinate and cater to their particular promotional sales needs and monitoring their on-hand inventory in order to promote more active sell-through

- expanding our distribution channels and further developing business with retail jewelry chains in the US.

Our Production Capability

We have established a sophisticated facility in China that performs stone cutting and polishing and jewelry production. The facility is located in the city of Shenzhen in Guangdong Province, China. Our production facility in Shenzhen has been operating for nine years and has more than 14,000 square meters of production space. We currently employ approximately 3,000 skilled gemstone cutters and production personnel and turned out approximately two million pieces of finished fine jewelry during the fiscal year ended December 31, 2007.

We purchase imported choice gemstone material, which are from mines located in Africa, China and South America, especially those concentrated in Brazil. We source our diamonds mainly from suppliers in India and Africa. Gemstone craftsmen are trained to ensure that the highest levels of cutting and polishing quality are achieved. The professional skills possessed by our cutters are applied to a wide variety of shapes and sizes, maximizing the yield and value of the gemstone material that we purchase. By performing internally the value-added processes of cutting and polishing our colored gemstones, we maximize quality control and improve our profitability. We specialize in a wide range of popular and exotic colored gemstones ranging from amethyst, aquamarine and peridot to tanzanite and tourmaline.

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Sales and Marketing

Wholesale

Our merchandising strategy is to provide unique and differentiated products that are enhanced by the favorable pricing that results from our vertically integrated structure. We invest significant effort in design and model making to produce items which are distinctly different from those of our competitors. We continue to devote our efforts towards brand development and utilize marketing concepts to enhance the saleability of our products. We recognize that retailers favor certain price points. As part of our product development strategy, we strive to align our wholesale prices to match retailers target prices as a means of achieving these popular price targets.

Our sales and marketing team is located in our executive office in Hong Kong. Our marketing and distribution strategy is to identify the strongest retail customers in each distribution channel and to focus design and sales efforts towards the largest and fastest growing retailers. We maintain a broad base of customers and concentrate our efforts on five major jewelry market segments:

- fine jewelers;
- national jewelry chains;
- department stores;
- TV shopping channels; and
- discount chain stores.

Our sales promotion efforts include attendance by our representatives at US and international trade shows and conventions, including Las Vegas, Orlando, New York, Basel, Switzerland, Hong Kong and Japan. In addition, we advertise actively in trade journals and related industry publications.

Retail

Our retail brand, ENZO focuses on brand building strategy that differentiates itself from the many mass market local competitors. This is the result of continuous marketing programs that built an unique image and identity for ENZO.

ENZO has combined its product, sales and marketing programs that align with the strategic direction of reinforcing the brand as one of the most recognized foreign jewelry brands in China.

With almost 100 retail points covering strategic locations in major cities, ENZO is the foreign jewelry brand with the highest number of retail points in China. This perfect retail platform provides the most effective touch points for the consumers, in particular the fast growing middle class segment in China.

In 2007, total jewelry retail sales in China reached $26 billion and is expected to grow at a double digit rate over the next few years.

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Design and Product Development

We have 20 internationally trained designers who work in our Hong Kong and China offices. Our designers create styles that have been accepted by our various clients worldwide. Our design teams attend trade fairs worldwide to gather product ideas and monitor the latest product trends.

We provide our customers with a broad selection of high-quality 10, 14 and 18 karat gold, platinum and sterling silver jewelry products that incorporate traditional yet fashionable styles and designs. We currently offer more than 50,000 different styles of rings, bracelets, necklaces, earrings, pendants and matching sets that are contemporary and desired in the market.

We study product trends that are emerging in the international market and adapt these trends to the needs of our retail customers. The jewelry offered for sale considers colored, fabric and fashion trends, which are projected over a two-year period. We market our products as lifestyle inspired.

Production Process

We produce our jewelry at our facility in Shenzhen, China. Our production processes combine vertical integration, modern technology, mechanization and handcraftsmanship to turn out contemporary and fashionable jewelry. Our production operations basically involve:

- cutting and polishing colored gemstones;

- combining pure gold, platinum or sterling silver with gemstones or diamonds to produce jewelry; and

- finishing operations such as cleaning and polishing, resulting in high quality finished jewelry.

Supply

We cut our own colored stones. We purchase imported gemstones which are from South America, Africa and China. South America is the major source of ametrine, amethyst, aquamarine, imperial topaz, tourmaline and white topaz, and Africa is the main source of tanzanite, mandarine garnet, aquamarine and topaz. We also purchase imported aquamarine, peridot and topaz from China. We source our diamonds mainly from suppliers in India and Africa. We believe that we have good relationships with our suppliers, most of whom have supplied us for many years.

We maintain our supply of inventory at our warehouse. The amount of our inventory of a particular gemstone determines the extent and size of our marketing program for that product. We purchase our gemstones and diamonds in advance and in anticipation of orders resulting from our marketing programs.

We purchase our gold from banks, gold refiners and commodity dealers who supply substantially all of our gold needs, which we believe is sufficient to meet our requirements.

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Gold acquired for production is at least .995 fine and is combined with other metals to produce 10, 14 and 18 karat gold. The term karat refers to the gold content of alloyed gold, measured from a maximum of 24 karats, which is 100% fine gold. Varying quantities of metals such as silver, copper, nickel and zinc are combined with fine gold to produce 14 karat gold of different colors. These alloys are in abundant supply and are readily available to us.

We purchase our gold requirements within a reasonable period after each significant purchase order is received.

We purchase supplies and raw materials from a variety of suppliers and we do not believe the loss of any of the suppliers would have a material adverse effect on our business. Alternative sources of supply for raw materials for production of jewelry are readily available.

Security

We have installed certain measures at our Shenzhen, China, production and our Hong Kong facilities to protect against loss, including multiple alarm systems, infrared motion detectors and a system of closed circuit television cameras, which provide surveillance of all critical areas of our premises.

We carefully inspect all materials sent and received from outside suppliers, monitor the location and status of all inventory, and have strict internal control procedures of all jewelry as it proceeds through the production process. A complete physical inventory of gold and gemstones is taken at our production and facilities on a quarterly basis.

Insurance

We maintain primary all-risk insurance, with limits which may be less than our current inventory levels, to cover thefts and damage to inventory located on our premises. We also maintain insurance covering thefts and damage to our owned inventory located off-site. The amount of coverage available under such policies is limited and may vary by location, but is generally in excess of the value of the gold, diamonds and gemstones supplied by us. We carry transit insurance, the coverage of which includes the transportation of jewelry outside of our office.

Competition

The jewelry production industry is highly competitive, and our competitors include domestic and foreign jewelry manufacturers, wholesalers, and importers who may operate on a national, regional and local scale. Our competitive strategy is to provide competitively priced, high-quality products to the high-volume retail jewelry market. According to our management, competition is based on pricing, quality, service and established customer relationships. We believe that we have positioned ourselves as a low-cost producer without compromising our

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quality. Our ability to conceive, design and develop products consistent with the requirements of each retail distribution channel represents a competitive advantage.

We believe that few competitors have the capacity and production skills to be effective competitors. We believe that our vertically integrated production capabilities distinguish us from most of our competitors and enable us to produce very competitively priced, high quality and consistent products.

The North American market is highly fragmented but does contain a number of major competitors, many of whom import much of their product from the Far East and many of whom sell higher priced items. The key United States competitor is E.E.A.C. Inc. International competitors include Pranda International and Beauty Gems Limited. Most of these manufacturers/wholesalers have been successful vendors for many years and enjoy good relations with their clients. Although it may be difficult for a newcomer to break into established relationships, we have already made substantial inroads in the North American jewelry market and we believe we can remain competitive, based on our vertically integrated, low-cost, high-volume and high-quality production process.

Regarding the China retail jewelry market, there are many Hong Kong, local and foreign competitors. Those competitors may have product type, price range, market segment, target customer, size, history, strategy and background similar to or different from ENZO. Hong Kong competitors include Hong Kong-listed chain store operators such as Chow Sang Sang, Tse Sui Luen and Luk Fook; the local Chinese retail competitor is Laofengxiang; and foreign competitors include Tiffany, Cartier and Bvlgari.

C. ORGANIZATIONAL STRUCTURE AS OF DECEMBER 31, 2007.

The following chart provides a listing of our significant subsidiaries. The respective country of organization/incorporation is shown in brackets.

LJ INTERNATIONAL INC.
(British Virgin Islands)

100%

Lorenzo Jewelry Limited (Hong Kong)

Lorenzo Jewellery (Shenzhen) Co., Ltd. (PRC)

Lorenzo (Shenzhen) Co., Ltd. (PRC)

98%

Goldleaves Gems (Shenzhen) Co., Ltd. (PRC)

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D. PROPERTY, PLANTS AND EQUIPMENT.

Our principal executive office is located at Unit #12, 12/F, Block A, Focal Industrial Centre, 21 Man Lok Street, Hung Hom, Kowloon, Hong Kong. We own approximately 11,100 square feet of office and showroom at this location.

Our jewelry production facility in Shenzhen, China consists of 14,080 square meters of building space located inside of and close to the Shatoujiao Free Trade Zone, Shenzhen. We own approximately 6,893 square meters of this space. We also currently lease:

1,751 square meters for a term of five years expiring June 30, 2011 from an unaffiliated third party at a rental rate of $3,817 per month;

1,751 square meters for a term of two years expiring August 31, 2008, at a rental rate of $4,490 per month;

1,799 square meters for a term of three years expiring March 31, 2009, at a rental rate of $4,381 per month; and

1,886 square meters for a term of three years expiring September 30, 2009 at a rental rate of $4,593 per month.

We own two warehouse facilities in Hung Hom and Aberdeen consisting of 5,432 square feet and 5,200 square feet. We also own additional properties in Sai Kung and Hung Hom. We lease all four of these properties to non-affiliated third parties. We have pledged all of our land and buildings to collateralize general banking facilities granted to us.

Our production facilities are currently utilized for one shift per day but are capable of being expanded to accommodate three shifts per day as necessary.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with our financial statements and notes to the financial statements appearing elsewhere in this Form 20-F. See Special Note Regarding Forward-looking Statements.

LJ International Inc., via its operating subsidiaries, designs, manufactures, distributes and markets a full range of fine jewelry through both wholesale and retail channels under the tradenames of LORENZO and ENZO, respectively. In term of sales revenue, geographically the US and the PRC are the two major contributors.

Our product types include ring, bracelet, necklace, earring and pendant, and we are one of the prominent companies in colored gemstones that employ the mine-to-market strategy for cost minimization and ease of quality and production lead time control. Our colored gemstones are mainly imported from Brazil and Africa which supply, in term of color, size and quality, the best colored gemstones in the world, the choices of which to customers are many and diversified that includes, amongst others, ametrine, amethyst, aquamarine, imperial topaz, tourmaline, white topaz, tanzanite, mandarine garnet, topaz, ruby, sapphire and emerald.

Our wholesale customers comprise fine jewelers, national jewelry chain stores, department stores and television shopping networks in North America, Western Europe, Japan and China. To keep in touch with our customers and to ensure that they are updated with our latest designs and products, we exhibited at the following international jewelry shows in 2007: Hong Kong January Int l Jewellery & Watch Show, VicenzaOro1, JA Int l Jewelry (Winter) Show, Tucson 2007 Gem Show, Hong Kong International Jewellery Show 2007, BaselWorld, The JCK Show Las Vegas 2007, JA International Jewelry (Summer) Show, VicenzaOro Autumn, Hong Kong Jewellery & Watch Fair - September 2007, JANY Special Delivery Show, and Jewellery Collection Dubai.

Our retail customers in China are individual consumers. Under the segment of retail business, besides classic affordable luxury jewelry items that are available in our ENZO retail shops, the Company also operates the ENZO Signature line that represents a truly luxury premium line of jewelry that comprises, amongst others, diamond, ruby, sapphire, emerald and tourmaline. 2007 represents a year of rapid growth of ENZO in the PRC that it opened, net, 50 stores in the PRC as at December 31, 2007 there were 91 stores in the PRC compared to 41 stores as at December 31, 2006.

Our business strategies include broadening the retail product line, and diversifying our customer base. Besides focusing on our traditional colored gemstone jewelry business, we are also continuing to develop our diamond jewelry business at our ENZO stores. Product initiatives include a variety of different sizes, shape and cutting methods. Successful examples include our ENZO88 and Gabrielle Diamond lines. The expansion of our diamond jewelry business will diversify our already strong presence in colored jewelry, offering increasing choices of jewelry products to our customers.

The revenue mix of the two streams of business of LORENZO (wholesale) and ENZO (retail) were roughly in the ratio of 77% to 23% for the year ended December 31, 2007.

The wholesale business focuses on the US market with sales made to those $100 Million Supersellers such as Sterling Jewelers Inc, Fred Meyer Jewelers, Helzberg Diamonds, ShopNBC, Zales Corporation, QVC, Wal-Mart, Finlay Fine Jewelry, Home Shopping Network, Ben Bridge Jeweler, Kohl s Corporation, Macy s East, Macy s West and JC Penney. The turnover of our sales to those Supersellers in the US and Canada amounted to $80.6 million for 2007 compared to $76.9 million in 2006, an increase of 5%.

Employing the brand new ENZO name, the retail business operates in the Asia Pacific region, with a primary focus on the PRC market. ENZO currently has 94 stores in the PRC, two stores in Macau and one store in Hong Kong, totaling 97 stores. ENZO now has one or more retail locations in China s richest and largest population cities, including Shanghai, Beijing, Harbin, Qingdao, Shenyang, Ningbo, Chengdu, Changsha, Wuxi, Tianjin, Dalian, Shenzhen, Changchun, Tangshan, Guiyang, Xian, Anshan, Changshou, Hefei, Taiyuan, Shijiazhuang, Zhengzhou, Nanchang, Chongqing, Kunming and Jinan. Our ENZO stores in the PRC operate in department stores and shopping malls. 18K gold is the most popular, followed by 24K jewelry. The most popular diamonds are of 0.21 carat to 0.49 carat.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements requires us to make estimate and judgments that affect the reported amounts of our assets, liabilities, revenue and expenses. These estimates are based on our historical experience and on various other assumptions that we believe to be reasonable. Estimates are evaluated on an ongoing basis, but actual results may differ from these estimates.

Critical accounting policies are those that, in management s view, are most important in the portrayal of our financial condition and results of operations. Those that require significant judgments and estimates include:

Collectibility of Accounts Receivable. Our management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Our international sales are settled via letter of credit or open account. For export sales on open account, we purchased trade credit insurance to cover the risk of collectibility, the insured percentage is 85% on the invoiced amount to customers. Past due balances over 90 days and over a specified amount are reviewed individually for collectibility.

We make specific allowance for doubtful accounts based on our best estimate of the amount of losses that could result from the inability or intention of our existing customers not to make the required payments. We generally review the allowance by taking into account factors such as historical experience, age of the accounts receivable balances and economic conditions that may affect a customer s ability to pay.

Stock-based Compensation. We account for share-based compensation in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004) (SFAS 123R), *Share-Based Payment*. SFAS 123R requires us to use a fair-value based method to account for share-based compensation. Accordingly, share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite service period. Our option plans are described more fully in Note 15 to our consolidated financial statements included elsewhere in this annual report.

Goodwill Impairment. Goodwill is tested for impairment at least annually based on a two-step approach. The first step is conducted by comparing the fair value of each reporting unit to its carrying amount. If the fair value of a reporting unit is less than its carrying amount, the second step requires a comparison of the implied fair value of goodwill to its carrying value. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process is only performed for purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. An impairment loss is recognized for any excess in the carrying value of goodwill over its implied fair value.

We have determined that iBBC Inc., a subsidiary of the Company in the US, is the reporting unit for goodwill impairment testing. The fair value of iBBC Inc. is determined based on the discounted expected cash flow method. The discount rate was based on the subsidiary s weighted average cost of capital. The use of discounted cash flow methodology requires significant judgments including estimation of future revenues and costs, industry economic factors, future profitability, determination of iBBC Inc. s weighted average cost of capital and other variables. Although we believe that the assumptions adopted in our discounted cash flow model are reasonable, those assumptions are inherently unpredictable and uncertain.

We had goodwill of US$1,521,000 as of December 31, 2006 and 2007. The estimated fair value of the reporting unit exceeded its carrying value at December 31, 2007. Consequently, no goodwill impairment has been recognized.

Allowance for Obsolete Inventories. We established inventory allowance for unmarketable inventory in an amount equal to the difference between the cost of inventory and its estimated net realizable value based upon assumptions about future demand and market conditions. Management records a write-down against inventory based on several factors, including expected sales price of the item and the length of time the item has been in inventory. If actual demand and market conditions are less favorable than those projected by management, additional inventory allowance could be required. In that event, our gross margin would be reduced. In case

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of inventory which have been written down below cost at the close of a fiscal year, such reduced amount forms a new cost basis that subsequently cannot be marked up based on changes in underlying facts and circumstances.

Fair Value of Financial Instruments. The Company follows Statement of Financial Accounting Standards No. 107 (SFAS No. 107), *Disclosures about Fair Value of Financial Instruments*, for its financial instruments. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying amounts of financial assets and liabilities, such as cash and cash equivalents, accounts receivable, prepayments and other current assets, notes payable, capital lease obligations, accounts payable, income taxes payable, and accrued expenses and other current liabilities, approximate their fair values because of the short maturity of these instruments and market rates of interest.

A. OPERATING RESULTS.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

Revenues

	Year ended December 31,			% Change	
(in thousands)	2007	2006	2005	Years ended December 31, 2007-2006	Years ended December 31, 2006-2005
Revenues					
Wholesale					
Jewelry product	$ 117,689	$ 108,679	$ 95,318	8%	14%
Giftware product	$	$	$ 1,827	N/A	-100%
	$ 117,689	$ 108,679	$ 97,145	8%	12%
Retail	$ 34,348	$ 15,112	$ 2,501	127%	504%
	$ 152,037	$ 123,791	$ 99,646	23%	24%

The increase in revenue of jewelry product of wholesale of $9,010,000 or 8% to $117,689,000 for the year ended December 31, 2007, compared to the year ended December 31, 2006, was primarily attributable to the increase in average selling price of 4%, increase in order quantity of 8%.

The increase in revenue of jewelry product of wholesale of $13,361,000 or 14% to $108,679,000 for the year ended December 31, 2006, compared to the year ended December 31, 2005, was primarily attributable to the increase in average selling price of 1% , increase in order quantity of 7% and increase of $3.2 million from the launch of a gold jewelry product line.

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The revenue of giftware product of wholesale for the year ended December 31, 2005 was $1,827,000. This product line with low profit margin was closed during the third quarter of 2005.

The Company s retail business increased by $19,236,000, or 127% to $34,348,000 for the year ended December 31, 2007, compared to the year ended December 31, 2006. This increase was primarily due to the successful launch of the ENZO Signature line of high-end jewelry which accounted for $12,951,000 of the Company s retail business. The remaining increase was due to the Company s new ENZO retail store openings and the continued operation of its existing 51 ENZO retail stores, that is, a total of 95 ENZO retail stores in full operation compared to a total of 44 ENZO retail stores on December 31, 2006.

The Company s retail business increased by $12,611,000, or 504%, from 2005 to $15,112,000 for the year ended December 31, 2006. This increase was primarily due to the successful launch of the ENZO Signature line of high-end jewelry. The service income related to line of high-end jewelry accounted for $4,130,000 of the Company s retail business in 2006. The remaining increase was due to the Company s new ENZO retail store openings and the continued operation of its existing 26 ENZO retail stores, that is, a total of 44 ENZO retail stores in full operation compared to a total of 18 ENZO retail stores on December 31, 2005.

Cost of Sales and Gross Profit

				% Change	
	Year ended December 31,			Years ended December 31,	Years ended December 31,
(in thousands)	2007	2006	2005	2007-2006	2006-2005
Cost of sales and gross profit					
Cost of sales					
Wholesale	$ 95,528	$ 83,387	$ 75,645	15%	10%
% of revenues	81%	77%	78%		
Retail	$ 16,980	$ 5,480	$ 1,482	210%	270%
% of revenues	49%	36%	59%		
Total	$ 112,508	$ 88,867	$ 77,127	27%	15%
% of revenues	74%	72%	77%		
Gross profit					
Wholesale	$ 22,161	$ 25,292	$ 21,500	-12%	18%
% of revenues	19%	23%	22%		
Retail	$ 17,368	$ 9,632	$ 1,019	80%	845%
% of revenues	51%	64%	41%		
Total	$ 39,529	$ 34,924	$ 22,519	13%	55%
% of revenues	26%	28%	23%		

The gross profit margin of wholesale decreased to 19% for the year ended December 31, 2007 from 23% for the year ended December 31, 2006 and was attributable to the sales of product which are with lower gross profit margin.

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The gross profit margin of wholesale increased to 23% for the year ended December 31, 2006 from 22% for the year ended December 31, 2005 and was attributable to the sales of a higher-end product mix.

The gross profit margin of ENZO retail operation decreased to 51% for the year ended December 31, 2007 compared to 64% for the year ended December 31, 2006. The gross profit margin of 64% in 2006 was attributable to the service income from launch of the ENZO Signature line of jewelry products which substantially increased the retail division s gross profit margins. Excluding the contribution from service income, the gross profit margin of retail operation remained at 51% for the years ended December 31, 2007 and 2006.

The gross profit margin of ENZO retail operation increased to 64% for the year ended December 31, 2006 compared to 41% for the year ended December 31, 2005 and was attributable to the service income from launch of the ENZO Signature line of jewelry products which substantially increased the retail division s gross profit margins. Excluding the service income, the gross profit margin of retail operation was 51% for the year ended December 31, 2006.

Selling, General and Administrative Expenses

				% Change	
	Year ended December 31,			Years ended December 31,	Years ended December 31,
(in thousands)	2007	2006	2005	2007-2006	2006-2005
Selling, general and administrative expenses					
Wholesale	$ 13,072	$ 13,324	$ 11,545	-2%	15%
Retail	$ 15,251	$ 7,562	$ 2,653	102%	185%
Corporate	$ 2,076	$ 2,228	$ 1,290	-7%	73%
	$ 30,399	$ 23,114	$ 15,488	32%	49%
% of revenues	20%	19%	16%		

Selling, general and administrative expenses increased by 32% for the year ended December 31, 2007, compared to the year ended December 31, 2006. For the wholesale business, the selling, general and administrative expenses decreased by 2% for the year ended December 31, 2007, compared to the same of year 2006. The decrease was mainly attributable to decrease in development cost of new products, designs and markets. The expenses incurred by the retail business of $15,251,000, or 102% increase of the same for the year ended December 31, 2006, comprised advertising cost of $2,058,000, rental cost of $5,367,000, staff cost of $4,933,000 and other expenses of $2,893,000 as a result of higher sales and increased store counts. The corporate expenses included items of corporate overheads, such as charges for legal and professional advisory services.

Selling, general and administrative expenses increased by 49% for the year ended December 31, 2006, compared to the year ended December 31, 2005. For the wholesale business, the selling, general and administrative expenses increased by 15% for the year ended December 31, 2006, compared to the same of year 2005. The increase mainly comprised 2% increase in selling and distribution expenses which varied to sales revenues, 2% increase in manpower on development of new products, designs and markets and 5% increase in staff cost. The expenses incurred by the retail business of $7,562,000, or 185% increase of the same for the year ended December 31, 2005, comprised advertising cost of $1,142,000, rental cost of $2,454,000, staff cost of $2,198,000 and other expenses of $1,768,000 as a result of higher sales and increased store counts. The corporate expenses included items of corporate overheads, such as charges for legal and professional advisory services.

Net gain (loss) on derivatives

	Year ended December 31,			% Change	
(in thousands)	2007	2006	2005	Years ended December 31, 2007-2006	Years ended December 31, 2006-2005
Unrealized (loss) gain on derivatives	$ (349)	$ 190	$ (88)	-284%	-316%
% of revenues	0%	0%	0%		
(With the hedging mechanism in place, we have the realized gain on hedging activities)					
Realized gain (loss) on hedging activities	$ 345	$ (219)	$ 96	-258%	-328%
% of revenues	0%	0%	0%		
Net (loss) gain on derivatives and hedging activities	$ (4)	$ (29)	$ 8	-86%	-463%
% of revenues	0%	0%	0%		

We have secured gold loan facilities with various banks in Hong Kong, which typically bear a below-market interest rate. Under the gold loan arrangements, we may defer the purchase until such time as we decide appropriate, the price to be paid being the current market price at time of payment. The gold loan, however, does expose us to certain market risks associated with potential future increases in the price of gold. In the past, we did not hedge against such risks and at the close of each reporting period, the gold loan was valued at fair value with changes reflected on the income statement.

Since 2003, we have commenced hedging the fluctuations in the price of gold related to the gold loans by entering into contracts with financial institutions for the future purchase of gold. With the hedging mechanism in place, we have incurred an unrealized loss of $349,000 for the year ended December 31, 2007, and an unrealized gain of $190,000 and an unrealized loss of

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$88,000 for each of the years ended December 31, 2006 and 2005 respectively; and a realized gain of $345,000 for the year ended December 31, 2007, and a realized loss of $219,000 and a realized gain of $96,000 on derivatives for each of the years ended December 31, 2006 and 2005 respectively.

The hedging mechanism has been in place since 2003. We secured position of a net loss of $4,000 and $29,000 for each of the years ended December 31, 2007 and 2006, respectively, and a net gain on derivative hedging activities of $8,000 for the year ended December 31, 2005.

Depreciation

				% Change	
	Year ended December 31,			Years ended December 31,	Years ended December 31,
(in thousands)	**2007**	**2006**	**2005**	**2007-2006**	**2006-2005**
Depreciation					
Wholesale	$ 1,995	$ 1,425	$ 1,154	40%	23%
% of revenues	2%	1%	1%		
Retail	$ 1,100	$ 614	$ 214	79%	187%
% of revenues	3%	4%	9%		
Total	$ 3,095	$ 2,039	$ 1,368	52%	49%
% of revenues	2%	2%	1%		

Depreciation of wholesale business increased by 40% to $1,995,000 for the year ended December 31, 2007 from $1,425,000 for the year ended December 31, 2006, which reflected the amortization on the on-going capital expenditures, and a full year s amortization on cost of renovation and motor vehicles incurred in 2006. Depreciation of retail business increased by 79% to $1,100,000 for the year ended December 31, 2007 from $614,000 for the year ended December 31, 2006 which reflected the amortization of the capital expenditures of renovation on the increased number of retail stores during the year.

Depreciation of wholesale business increased by 23% to $1,425,000 for the year ended December 31, 2006 from $1,154,000 for the year ended December 31, 2005, and reflected the amortization on the on-going capital expenditures, renovation and new motor vehicles. Depreciation of retail business increased by 187% to $614,000 for the year ended December 31, 2006 from $214,000 for the year ended December 31, 2005 and reflected the amortization of the capital expenditures of renovation on the increased number of retail stores during the year.

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Interest cost

(in thousands)	Year ended December 31, 2007	2006	2005	% Change Years ended December 31, 2007-2006	Years ended December 31, 2006-2005
Interest expenses	$ 3,103	$ 3,258	$ 1,991	-5%	64%
% of revenues	2%	3%	2%		

Interest expenses decreased by $155,000 or 5% to $3,103,000 for the year ended December 31, 2007, compared to the year ended December 31, 2006, was primarily attributable to the decrease in interest rates and decrease in utilization level of credit lines of letters of credit and gold loans.

Interest expenses increased by $1,267,000, or 64% to $3,258,000 for the year ended December 31, 2006, compared to the year ended December 31, 2005. This increase reflected the continuous increase in interest rates and a higher utilization level of credit line facilities as working capital.

Income taxes

(in thousands)	Year ended December 31, 2007	2006	2005	% Change Years ended December 31, 2007-2006	Years ended December 31, 2006-2005
Income taxes expense					
Wholesales	$ 1,015	$ 682	$ 739	49%	-8%
% of revenues	1%	1%	1%		
Retail	$ 696	$ 721	$ 0	-3%	N/A
% of revenues	2%	5%	0%		
Total	$ 1,711	$ 1,403	$ 739	22%	90%
% of revenues	1%	1%	1%		

We were incorporated in the British Virgin Islands and, under current law of the British Virgin Islands, are not subject to tax on income or on capital gains.

For our subsidiaries in Hong Kong, the prevailing corporate income tax rate is 17.5%.

Three of our subsidiaries in China are registered to be qualified as Foreign Investment Enterprises in China and are eligible for certain tax holidays and concessions. Accordingly, certain of our Chinese subsidiaries are exempt from Chinese income tax for two years starting from their first profit-making year, followed by a 50% reduction of tax for the next three years.

One of our subsidiaries in China is enjoying the tax holiday as its first profit-making year in 2004 and another subsidiary in China is enjoying the tax holiday as its first profit-making year

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in 2005. PRC income tax is calculated at the applicable rates relevant to these subsidiaries which currently are 15%.

For other subsidiaries in China, the prevailing corporate income tax rate is 33%. The prevailing corporate income rate is 15% for companies operating in special economic zones of China.

Incomes taxes included tax under provision adjustment of $195,000, $72,000 and $77,000 for the years ended December 31, 2007, 2006 and 2005 respectively, after the finalization of tax assessment for prior years.

Extraordinary gain on negative goodwill

				% Change	
	Year ended December 31,			Years ended December 31,	Years ended December 31,
(in thousands)	2007	2006	2005	2007-2006	2006-2005
Extraordinary gain on negative goodwill	$ 0	$ 0	$ 1,291	N/A	-100%
% of revenues	0%	0%	1%		

Extraordinary gain on negative goodwill of $1,291,000 was arisen from the sequential acquisition of a company whose principal activities are the manufacturing and trading of rough and pre-formed gemstones (the Investee).

Pursuant to the purchase agreement dated January 1, 2005, the Company paid US$2,827,500 to the Investee for the issuance of 3,900 new shares therein, in which the Company had 20% equity interests. The Company then became the major stockholder holding 98% equity interests in the Investee, which became a subsidiary of the Company.

Inflation

We do not consider inflation to have had a material impact on our results of operations over the last three years.

Foreign Exchange

Approximately 76% of our sales are denominated in US Dollars whereas the other sales are basically denominated in Hong Kong Dollars and Renminbi. The largest portion of our expenses are denominated in Hong Kong Dollars, followed by US Dollars and Renminbi. The exchange rate of the Hong Kong Dollar is currently pegged to the US Dollar, but during the past several years the market exchange rate has fluctuated within a narrow range. The Chinese government principally sets the exchange rate between the Renminbi and all other currencies. As a result, the exchange rates between the Renminbi and the US Dollar and the Hong Kong

Dollar have fluctuated in the past and may fluctuate in the future. If the value of the Renminbi or the Hong Kong Dollar depreciates relative to the US Dollar, such fluctuation may have a positive effect on the results of our operations. If the value of the Renminbi or the Hong Kong Dollar appreciates relative to the US Dollar, such fluctuation may have a negative effect on the results of our operations. We do not currently hedge our foreign exchange positions.

Governmental economic and political policies and factors

For information regarding governmental economic, fiscal, monetary and political policies that could materially affect our operations, directly or indirectly, please refer to the Risk Factors section on pages 4 to 10.

B. LIQUIDITY AND CAPITAL RESOURCES.

We have no direct business operations other than the ownership of our subsidiaries and investment securities. Our ability to pay dividends and meet other obligations depends upon our receipt of dividends or other payments from our operating subsidiaries and investment securities. Our operating subsidiaries are subject to restrictions on their ability to make distributions to us, including as a result of restrictive covenants and minimum net worth requirements in loan agreements, restrictions on the conversion of local currency into US dollars or other hard currency and other regulatory restrictions.

Cash Flows

	Years ended December 31,		
(in thousands)	**2007**	**2006**	**2005**
Net cash provided by (used in) operating activities	$ 2,203	$ (6,200)	$(14,222)
Net cash used in investing activities	(1,806)	(3,829)	(4,655)
Net cash (used in) provided by financing activities	(1,309)	11,096	20,450
Effect of foreign exchange rate change			(5)
Net (decrease) increase in cash and cash equivalents	(912)	1,067	1,568

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Operating Activities:

	Years ended December 31,		
(in thousands)	**2007**	**2006**	**2005**
Cash flows from operating activities:			
Net income	$ 1,489	$ 5,325	$ 4,351
Adjustments to reconcile income to net cash provided by (used in) operating activities:			
Depreciation of property, plant and equipment and properties held for lease	3,095	2,039	1,368
Extraordinary gain on negative goodwill			(1,291)
Unrealized (gain) loss on derivatives		(48)	88
Loss on disposal and write-off of property, plant and equipment	45	3	8
Reversal of doubtful debts	(2)	(40)	(72)
Minority interests	1	37	20
Compensation costs for warrants granted	157	158	118
Compensation expenses recognized during the year	330	213	18
Changes in operating assets and liabilities:			
Trade receivables	702	1,106	(8,607)
Inventories	(13,261)	(12,810)	(12,060)
Prepayments and other current assets	596	(580)	601
Due from related parties	21	463	7
Trade payables	9,487	(2,955)	1,883
Accrued expenses and other payables	(1,432)	272	(854)
Income taxes payable and deferred taxation	975	617	200
Net cash provided by (used in) operating activities	2,203	(6,200)	(14,222)

Net cash provided by and used in operating activities was net income adjusted for certain non-cash items and changes in assets and liabilities.

For the year ended December 2007, net cash provided by operating activities was comprised of a net income of $1,489,000, non-cash adjustment of $3,626,000 including adjustment of $3,095,000 for depreciation.

For the year ended December 2006, net cash used in operating activities was comprised of a net income of $5,325,000, non-cash adjustment of $2,362,000 including adjustment of $2,039,000 for depreciation.

Significant changes in assets and liabilities were as follows:

Trade receivables were decreased by $702,000 and $1,106,000 for the year ended December 31, 2007 and 2006 respectively.

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Inventory balance was increased by $13,261,000 and $12,810,000 for the year ended December 31, 2007 and 2006 respectively. It was the accumulation of inventory of gemstones in anticipation of significant increase in sales for the new fiscal year, and the build up of inventory for retail business, the rise in the cost of gold and rough gemstones, the build-up of more sample lines of jewelry and the maintaining of sufficient inventory for block-orders.

Trade payables increased by $9,487,000 for the year ended December 31, 2007 due to increased level of material purchases during last quarter of the year. The decrease by $2,955,000 for the year ended December 31, 2006 due to reduced level of material purchases during last quarter of the year.

Investing Activities:

For the year ended December 31, 2007, net cash used in investing activities was for capital expenditures and partially offset by the deduction in restricted cash. Capital expenditures were mainly for renovation of headquarter office in Hong Kong, on-going improvements of the existing production facilities in Shenzhen, and other business necessities, and renovation of new stores for the retail business.

For the year ended December 31, 2006, net cash used in investing activities was for capital expenditures and partially offset by the deduction in restricted cash. Capital expenditures were mainly for on-going improvements of the existing production facilities in Shenzhen, and other business necessities including computer system upgrade, acquisition of motor vehicles, and renovation of stores for the retail business.

For the year ended December 31, 2005, net cash used in investing activities was for capital expenditures and the purchase of a capital guaranteed fund, which was partially offset by the deduction in restricted cash. Capital expenditures were mainly for acquisition of a production facility in Shenzhen, renovation and improvement of the existing production facilities in Shenzhen, other ongoing business necessities, including a new computer system and a motor vehicle and the renovation of shops for our new retail business. The capital guaranteed fund was purchased from banks for securing new banking facilities.

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Our capital expenditures by category for the periods presented were:

	Years ended December 31,		
(in thousands)	2007	2006	2005
Land & buildings	$	$	$ 617
Leasehold improvement	$ 2,156	$ 2,852	$ 783
Furniture, fixtures and equipment	$ 660	$ 690	$ 1,060
Plant and machinery	$ 322	$ 260	$ 209
Motor vehicles	$ 1	$ 381	$ 200
Total	$ 3,139	$ 4,183	$ 2,869

Financing Activities:

Net cash used in financing activities for the year ended December 31, 2007 was $1,309,000, which included proceeds of $10,576,000 from issuance of shares upon exercise of stock options and warrants, sales proceeds of derivatives, increase of new loans and offset by the repayment of matured bank loans, change in letter of credit and factoring and increase in bank overdrafts utilization level.

Net cash provided by financing activities for the year ended December 31, 2006 was $11,096,000, which included proceeds of $4,191,000 from issuance of shares in private placement, proceeds of $4,744,000 from issuance of shares upon exercise of stock options and warrants, sales proceeds of derivatives, increase of new loans and offset by the repayment of matured bank loans, change in letter of credit and factoring and decrease in bank overdrafts utilization level.

Our cash and cash equivalents are mainly held in US dollars and HK dollars.

Financing Sources

Banking Facilities and Notes Payables

We have various letters of credit, factoring facilities and overdrafts under banking facilities. The banking facilities are collateralized by land and buildings, investment properties, restricted cash deposits, factored receivables and personal guarantees of and properties owned by one of our directors.

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Letters of Credit, overdrafts and others:

	Years ended December 31,		
(in thousands)	2007	2006	2005
Letters of credit	$ 38,957	$ 41,046	$ 31,533
Overdraft	$ 4,141	$ 3,564	$ 3,461
	43,098	44,610	34,994
Utilized :			
Letters of credit utilized	$ 16,653	$ 22,344	$ 21,887
Overdraft utilized	$ 2,977	$ 1,591	$ 2,028
	19,630	23,935	23,915

The letters of credit and bank overdrafts are denominated in HK dollars and US dollars, bear interest at the floating commercial bank lending rates in Hong Kong, and are renewable annually with the consent of the relevant banks.

The factoring facilities granted are limited to the extent of accounts receivable collateralized to the banks.

Notes payable:

	Years ended December 31,		
(in thousands)	2007	2006	2005
Notes payable	$5,201	$5,365	$ 3,079

We have term loans classified under notes payable which are related to the Group s properties. These loans are denominated in HK dollars and Renminbi and bear interest at pre-fixed rates in Hong Kong and China upon renewal.

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Gold Loan Facilities:

	Years ended December 31,		
(in thousands)	**2007**	**2006**	**2005**
Gold loans outstanding (in $)	$ 4,883	$ 11,079	$ 10,756
Gold loans outstanding (in troy ounces)	11,150	26,920	27,920
Gold loan interest rate	3.1%-3.3%	2.6%-3.1%	2.4%-2.6%

We have also secured gold loan facilities with various banks in Hong Kong, which bear a below-market interest rate. Due to lower interest rates charged for gold loans, our cost through our gold loan program has been substantially less than the costs that would have been incurred if we were to finance the purchase of all of our gold requirements with borrowings under our letter of credit facility or other credit arrangements. The gold loan, however, does expose us to certain market risks associated with potential future increases in the price of gold, so in 2003, we have put in place mechanisms to hedge against such risks. Under the gold loan arrangements, we may defer the purchase until such time as we deem appropriate, the price to be paid being the current market price at time of payment. At the close of each reporting period, the gold loan is valued at fair value with changes reflected on the income statement.

Looking Forward:

We anticipate that cash flow from operations, borrowings available under our existing credit line and our gold loan arrangement will be sufficient to satisfy our capital needs for 2008.

Impact of recently issued US GAAP accounting standards

SFAS No. 157. In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS No. 157), *Fair Value Measurements*, which defines fair value, provides a framework for measuring fair value, and expands the disclosures required for fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require fair value measurements and does not require any new fair value measurements. SFAS No. 157 is effective for fiscal year beginning after November 15, 2007. We are required to adopt SFAS No. 157 beginning on January 1, 2008. SFAS No. 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in the year of adoption. In November 2007, the FASB proposed a one-year deferral of SFAS No. 157 s fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis. We do not expect the adoption of SFAS No. 157 will have a material impact on its financial statements.

SFAS No. 159. In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 (SFAS No. 159), *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. SFAS No. 159 allows entities to choose, at specified election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item s fair value in subsequent reporting periods must be recognized in current earnings. SFAS No. 159 also establishes presentation and disclosure requirements designed to draw comparison between entities that elect different measurement attributes for similar assets and liabilities. We do not expect the adoption of SFAS No. 159 will have a material impact on its financial statements.

SFAS No. 141R. In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R (SFAS No. 141R), *Business Combinations*, which is a revision of SFAS No. 141, Business Combinations. This statement establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. We are required to apply this new standard prospectively to business combinations for which the acquisition date is on or after the beginning of the annual reporting period beginning on or after December 15, 2008. Early adoption is prohibited. We are currently evaluating the impact of the adoption of SFAS No. 141R on our consolidated financial statements.

SFAS No. 160. In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 (SFAS No. 160), *Non-controlling Interests in Consolidated Financial Statements*. SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent s ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. We are required to adopt this new standard for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We are currently evaluating the impact of the adoption of SFAS No. 160 on our consolidated financial statements.

SFAS No. 161. In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161 (SFAS No. 161), *Disclosures about Derivative Instruments and Hedging Activities An Amendment of FASB Statement No. 133*. SFAS No. 161 requires enhanced disclosures on derivative and hedging activities by requiring objectives to be disclosed for using derivative instruments in terms of underlying risk and accounting designation. This statement requires disclosures on the need of using derivative instruments, accounting of derivative instruments and related hedged items, if any, under SFAS No. 133 and the effect of such instruments and related hedge items, if any, on the financial position, financial performance and cash flows. We are required to adopt this new statement for fiscal years beginning after November 15, 2008. We are currently evaluating the impact of the adoption of SFAS No. 161 on our consolidated financial statements.

SFAS No. 162. In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162 (SFAS No. 162), *The Hierarchy of Generally Accepted Accounting Principles*. The new standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles for non-governmental entities. SFAS No. 162 is effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. We are currently evaluating the impact of the adoption of SFAS No. 162 on our consolidated financial statements.

C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.

During each of the last three fiscal years, we did not spend any significant amounts on company-sponsored research and development activities.

D. TREND INFORMATION.

Other than as disclosed elsewhere in this annual report, we are not aware of any known trends, uncertainties, demands, commitments or events for the period from January 1, 2007 to December 31, 2007 that are reasonably likely to have a material adverse effect on our net sales or revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. OFF-BALANCE SHEET ARRANGEMENTS.

Except for those arrangements which are disclosed in the Consolidated Financial Statements, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

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F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS.

As of the December 31, 2007, we had the following known contractual obligations:

	Payments due by period				
	Total US$	Less than I year US$	1-3 years US$	3-5 years US$	More than 5 years US$
Long-Term Debt Obligations					
Capital (Finance) Lease Obligations	273	92	160	21	
Operating Lease Obligations	3,299	1,838	1,330	131	
Total	3,572	1,930	1,490	152	

We had entered into finance lease agreements for the purchase of motor vehicles in 2003 and 2006. The financed amounts were $95,000 and $366,000, bearing interest at 5%-6% and 3.25%-3.5% per annum, and repayable in 60 monthly installments beginning in 2003 and 2006 respectively. A minimum finance charge may be charged if we pay off all the balances early**.**

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ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT.

Our senior management and directors are as follows:

Name	Age	Position
Yu Chuan Yih	68	Chairman of the Board of Directors, President and Chief Executive Officer
Ka Man Au	43	Chief Operating Officer, Secretary and Director
Hon Tak Ringo Ng	48	Chief Financial Officer and Director
Andrew N. Bernstein	55	Independent Non-Executive Director
Xiang Xiong Deng	43	Independent Non-Executive Director
Jin Wang	37	Independent Non-Executive Director
Jieyun Yu	42	Independent Non-Executive Director
Po Yee Elsa Yue	43	Independent Non-Executive Director (1)
Chi Fai Frank Cheung	45	Independent Non-Executive Director (2) (3)
Wing Kwan Ted Lai	45	Independent Non-Executive Director (3)
Kelvin Wong	41	Independent Non-Executive Director (3)

(1) Resigned effective June 1, 2007

(2) Appointed effective June 1, 2007

(3) Resigned effective October 15, 2007

None of our directors and officers was selected due to any agreement or understanding with any other person. There is no family relationship between any of our directors or executive officers and any other director or executive officer.

Mr. Yih established the business of Lorenzo Jewelry Ltd. and has served as president and managing director since 1987. Mr. Yih is primarily responsible for business development and overall company management. He has over 20 years of experience in colored stone production and marketing. Mr. Yih had been a gemstone trader in Brazil and has extensive experience and relationships in gem sourcing and jewelry design. Mr. Yih is also the Founding Sponsor of the Hong Kong branch of the Gemological Institute of America (GIA), the non-profit educational organization for the jewelry industry.

Ms. Au has served as a director of Lorenzo Jewelry Ltd. since its incorporation in 1987. Ms. Au has been our chief operating officer since January 1, 2002 and is primarily responsible for our general administration, human resources, operations and management.

Mr. Ng has served as our chief financial officer since September 1997 and as one of our directors since May 1, 2001. He received his Bachelor of Science degree in civil engineering from the University of London in 1984 and his Master of Commerce in accounting and

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commercial administration from the University of New South Wales in 1994. From July 1994 through September 1997, he was an audit senior with Moores Rowland C.A., Certified Public Accountants. Mr. Ng is a certified practicing accountant of the Australian Society of CPAs.

Mr. Bernstein joined us as an independent non-executive director in July 2005. He serves on the Compensation and Nominating Committees. He earned his Bachelor of Science degree from Cornell University in 1974 and his Juris Doctor degree from Boston College Law School in 1977. Since 1978, Mr. Bernstein has been engaged in the private practice of law in Denver, Colorado, with emphasis on the representation of private and public companies and their transactional, corporate and securities matters. Mr. Bernstein has served as our US securities counsel since March 1997.

Mr. Deng joined us and was appointed as an independent non-executive director effective October 29, 2007. He serves on the Audit and Nominating Committees. He has served as a Director of Intermost Corp. (OTCBB: IMOT) since August 2005 and was appointed Acting Chief Executive Officer of that company from August 2005 to September 2007. Mr. Deng graduated from Shenzhen University (Bachelor of Law) and Shanghai Jiao Tong University (MBA). He is a member of the Shenzhen Board of Arbitration and formerly the General Manager of a number of state-owned and private enterprises. He is experienced in both capital management and investment banking.

Mr. Wang joined us and was appointed as an independent non-executive director effective October 29, 2007. He serves as chair of the Audit Committee and a member of the Nominating and Compensation committees. He is currently Vice President of the Shenzhen Shengwei Taxation Co. Ltd. and has held that position since January 2006. Before that, he served in a number of posts with responsibilities for financial management and auditing. These include Project Manager of the Audit Department at the accounting firm Shenzhen Changcheng (2004-2005), Assistant Financial Manager at Shenzhen Jinggong Design and Decoration Co. Ltd. (2003-2004) and Manager of the Finance Department at Jiaguo Trading (Shenzhen) Co. Ltd., a wholly owned subsidiary of Bank of China Group Investment Co. Ltd (1997-2003).

Ms. Yu joined us and was appointed as an independent non-executive director effective October 29, 2007. She serves on the Audit and Compensation committees. She is currently Assistant Manager of Finance at the headquarters of the Bank of China Group Insurance Co. Ltd. and General Manager of Finance at the company s Shenzhen Branch Office. She has held these positions since June 2003. Earlier, she served in finance management positions for Midland Realty (Shenzhen) Co. Ltd. (2001-2002), Intermost Corp. (1998-2001) and Guanghua Zhaori Production Co. Ltd. (1992-1998). Before that she was a statistician and auditor (1998-2002) at the Shenzhen Culture Bureau.

Ms. Yue served as an independent non-executive director from December 1999 until her resignation effective June 1, 2007. She is a graduate gemologist from the Gemological Institute of America and served as vice president of GIA, Hong Kong, from August 1994 to December 2002. Her responsibilities included managing the Hong Kong office and administering their education programs, marketing and related activities. Since December 2002, Ms. Yue has served as a manager for a colored gems import and export trading company.

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Mr. Cheung served as an independent non-executive director from his appointment effective June 1, 2007 until his resignation effective October 15, 2007. He has over 20 years of experience in accounting, finance and administration and has held senior positions in various multinational companies. He is the chief financial officer and an executive director of Sun Innovation Holdings Ltd., a Hong Kong Stock Exchange-listed company engaged in property investment and in providing value-added media and entertainment products to mobile phone users. He holds an MBA from University of Technology, Sydney, Australia, and is an associate member of the Hong Kong Institute of Certified Public Accountants as well as fellow member of the Association of Chartered Certified Accountants. From 2001 to 2003, he was a director of e-Lux (Hong Kong) Ltd., a subsidiary of e-Lux Corporation, in charge of value-added telecommunications in Hong Kong, Taiwan and the People s Republic of China.

Mr. Lai served as an independent non-executive director from July 2005 until his resignation effective October 15, 2007. He is a lawyer by profession. Mr. Lai received his law degree from the University of London in 1984. He progressed from his legal career to become the managing director of a listed company in Hong Kong at the age of 25 from 1987 to 2001. Mr. Lai was in charge of the legal, accounting and investment operations of the company. Since 2001, he manages his own investments and serves as a consultant to a law firm.

Mr. Wong served as an independent non-executive director from July 2005 until his resignation effective October 15, 2007. Since 2002, he serves as the finance director of a Hong Kong-based private conglomerate group which mainly engages in garment manufacturing and property investments. Mr. Wong earned a Bachelor of Science degree from the University of Southern California in 1990, majoring in accounting. He was formerly the manager of the Assurance and Business Advisory Services division of PriceWaterhouseCoopers in Hong Kong. Mr. Wong has over 14 years of experience in the accounting and finance field. He is currently a member of the American Institute of Certified Public Accountants, the California State Board of Accountancy and the Hong Kong Institute of Certified Public Accountants.

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B. COMPENSATION.

The aggregate compensation paid by us to all of our directors and executive officers as a group for the fiscal year ended December 31, 2007 on an accrual basis, for services in all capacities, was $1,477,000. During the fiscal year ended December 31, 2007, we contributed an aggregate amount of $41,000 toward the pension plans of our directors and executive officers.

Executive Service Contract

We entered into an employment agreement with Mr. Yu Chuan Yih, effective January 1, 2007, for a period of three years at an annual salary of $308,000. Mr. Yih s remuneration package includes benefits with respect to an automobile. In addition, Mr. Yih is entitled to an annual management bonus of a sum to be determined by the compensation committee of the board of directors at its discretion, having regard for our operating results and the performance of Mr. Yih during the relevant financial year.

On January 3, 2005, we had granted Mr. Yih, Ms. Au and Mr. Ng options exercisable to acquire 500,000 shares, 100,000 shares and 100,000 shares, respectively, at $3.00 per share at any time through March 30, 2005.

On July 22, 2005, we had granted Mr. Yih, Ms. Au and Mr. Ng options exercisable to acquire 413,500 shares, 300,000 shares and 300,000 shares, respectively, at $2.25 per share at any time through April 30, 2008.

We did not grant any options to any of our directors or executive officers during the fiscal year ended December 31, 2006.

On January 5, 2007, we had granted Mr. Yih, Ms. Au and Mr. Ng options exercisable to acquire 500,000 shares, 100,000 shares and 100,000 shares, respectively, at $4.50 per share at any time through February 4, 2007.

C. BOARD PRACTICES.

Each of our seven current directors was elected at our last annual meeting of shareholders held on March 14, 2008 to serve a one-year term or until his/her successor is elected and qualified.

There are no directors service contracts with us or any of our subsidiaries providing for benefits upon termination of employment.

Audit Committee

We have established an audit committee, which currently consists of Xiang Xiong Deng, Jin Wang and Jieyun Yu. Its functions are to:

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- recommend annually to the board of directors the appointment of our independent public accountants;
- discuss and review the scope and the fees of the prospective annual audit and review the results with the independent public accountants;
- review and approve non-audit services of the independent public accountants;
- review compliance with our existing accounting and financial policies;
- review the adequacy of our financial organization; and
- review our management s procedures and policies relative to the adequacy of our internal accounting controls and compliance with US federal and state laws relating to financial reporting.

Nominating Committee

We have established a nominating committee, which currently consists of Xiang Xiong Deng, Jin Wang and Andrew N. Bernstein. Its purpose and functions are to:

- assess the size and composition of the board of directors in light of our operating requirements and existing social attitudes and trends;
- develop membership qualifications for the board of directors and all board committees;
- monitor compliance with board of director and board committee membership criteria;
- review and recommend directors for continued service as required based on our evolving needs;
- coordinate and assist management and the board of directors in recruiting new members to the board of directors; and
- investigate suggestions for candidates for membership on the board of directors and recommend prospective directors, as required, to provide an appropriate balance of knowledge, experience and capability on the board of directors, including stockholder nominations for the board of directors.

Compensation Committee

We have established a compensation committee, which currently consists of Andrew N. Bernstein, Jieyun Yu and Jin Wang. Its purpose and functions are to:

- review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers;
- evaluate the chief executive officer s performance in light of such goals and objectives at least annually and communicate the results to the chief executive officer and the board of directors;
- set the chief executive officer s compensation levels based on the foregoing evaluation (including annual salary, bonus, stock options and other direct and indirect benefits), with ratification by the independent directors of the full board of directors; and

set the other executive officers compensation levels (including annual salary, bonus, stock options and other direct and indirect benefits).

Nasdaq Requirements

Our common shares are currently listed on The Nasdaq Global Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by Nasdaq as being applicable to listed companies. Nasdaq has adopted amendments to its Rule 4350 to impose various corporate governance requirements on listed securities. Section (a)(1) of Rule 4350 provides that foreign private issuers such as our company are required to comply with certain specific requirements of Rule 4350, but, as to the balance of Rule 4350, foreign private issuers are not required to comply if the laws of their home country do not otherwise require compliance.

We currently comply with the specifically mandated provisions of Rule 4350. In addition, we have elected to voluntarily comply with certain other requirements of Rule 4350, notwithstanding that our home country does not mandate compliance; although we may in the future determine to cease voluntary compliance with those provisions of Rule 4350. However, we have determined not to comply with the following provisions of Rule 4350 since the laws of the British Virgin Islands do not require compliance:

our independent directors do not hold regularly scheduled meetings in executive session;

the compensation of our executive officers is not determined by an independent committee of the board or by the independent members of the board of directors, and our CEO may be present and participate in the deliberations concerning his compensation;

related party transactions are not required to be reviewed or approved by our audit committee or other independent body of the board of directors; and

we are not required to solicit shareholder approval of stock plans, including those in which our officers or directors may participate; stock issuances that will result in a change in control; the issuance of our stock in related party transactions or other transactions in which we may issue 20% or more of our outstanding shares; or, below market issuances of 20% or more of our outstanding shares to any person.

We may in the future determine to voluntarily comply with one or more of the foregoing provisions of Rule 4350.

D. EMPLOYEES.

As of December 31, 2007, we employed approximately 3,600 persons on a full-time basis for our production of jewelry, gemstone cutting and polishing, and retailing. Approximately 100 of these people were our management and executive staff in Hong Kong, Macau and China. None of our employees is represented by a labor union and we believe that our employee relations are good.

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E. SHARE OWNERSHIP.

The following table sets forth certain information regarding the beneficial ownership of our shares of common stock as of June 1, 2008 by:

each person who is known by us to own beneficially more than 5% of our outstanding common stock;

each of our current executive officers and directors; and

all executive officers and directors as a group.

As of June 1, 2008, we had 22,235,672 shares of our common stock issued and outstanding.

This information gives effect to securities deemed outstanding pursuant to Rule 13d-3(d)(l) under the Securities Exchange Act of 1934, as amended.

The address for each person named below is c/o LJ International Inc., Unit #12, 12/F, Block A, Focal Industrial Centre, 21 Man Lok Street, Hung Hom, Kowloon, Hong Kong.

Name of Beneficial Holder	**Number Shares Beneficially**	**Percent Owned**
Yu Chuan Yih	2,034,353	9.1
Ka Man Au	254,000(1)	1.1
Hon Tak Ringo Ng	275,000(2)	1.2
Andrew N. Bernstein	0	*
Xiang Xiong Deng	0	*
Jin Wang	0	*
Jieyun Yu	0	*
All directors and executive officers as a group (7 persons)	2,563,353	11.4
Pacific Growth Developments Ltd.	1,500,000	6.7

* Represents less than 1% beneficial ownership

(1) Includes options currently exercisable to acquire:

150,000 shares of common stock at $2.00 per share at any time until June 30, 2013.

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(2) Includes options currently exercisable to acquire:

150,000 shares of common stock at $2.00 per share at any time until June 30, 2013.

The 1998 Stock Compensation Plan

Effective June 1, 1998, we adopted and approved the 1998 Stock Compensation Plan, which our shareholders approved on December 9, 1998. The purpose of the plan is to:

- encourage ownership of our common stock by our officers, directors, employees and advisors;
- provide additional incentive for them to promote our success and our business; and
- encourage them to remain in our employ by providing them with an opportunity to benefit from any appreciation of our common stock through the issuance of stock options.

Options constitute either incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended, or options which constitute nonqualified options at the time of issuance of such options. The plan provides that incentive stock options and/or nonqualified stock options may be granted to our officers, directors, employees and advisors selected by the compensation committee. A total of 4,000,000 shares of common stock are authorized and reserved for issuance during the term of the plan, which expires in June 2008. The compensation committee has the sole authority to interpret the plan and make all determinations necessary or advisable for administering the plan. The exercise price for any incentive option must be at least equal to the fair market value of the shares as of the date of grant. Upon the exercise of the option, the exercise price must be paid in full either in cash, shares of our stock or a combination. If any option is not exercised for any reason, such shares shall again become available for the purposes of the plan.

On October 17, 2000, the Company offered each option holder the opportunity to cancel all or some of the stock options previously granted in exchange for the granting on April 30, 2001 of options to acquire an equal number of shares with an exercise price equal to the then last sale price of the stock on April 30, 2001, for a new term of seven years expiring April 30, 2008.

As of June 1, 2008, 3,980,000 options had been exercised and the following options to purchase shares of our common stock under the plan were outstanding:

- a total of 20,000 stock options to purchase 20,000 shares at $2.00 per share through June 30, 2013, of which no stock options are held by our directors and officers as a group.

The 2003 Stock Compensation Plan

Effective July 1, 2003, we adopted and approved the 2003 Stock Compensation Plan, which our shareholders approved on December 5, 2003. The purpose of the plan is to:

- encourage ownership of our common stock by our officers, directors, employees and advisors;
- provide additional incentive for them to promote our success and our business; and
- encourage them to remain in our employ by providing them with an opportunity to benefit from any appreciation of our common stock through the issuance of stock options.

Options constitute either incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended, or options which constitute nonqualified options at the time of issuance of such options. The plan provides that incentive stock options and/or nonqualified stock options may be granted to our officers, directors, employees and advisors selected by the compensation committee. A total of 4,000,000 shares of common stock are authorized and reserved for issuance during the term of the plan, which expires in June 2013. The compensation committee has the sole authority to interpret the plan and make all determinations necessary or advisable for administering the plan. The exercise price for any incentive option or nonqualified option may be less than the fair market value of the shares as of the date of grant. Upon the exercise of the option, the exercise price must be paid in full either in cash, shares of our stock or a combination. If any option is not exercised for any reason, such shares shall again become available for the purposes of the plan.

As of June 1, 2008, 3,394,500 options had been exercised and the following options to purchase shares of our common stock under the plan were outstanding:

- a total of 433,500 stock options to purchase 433,500 shares at $2.00 per share through June 30, 2013, of which 300,000 stock options are held by our directors and officers as a group.

The 2005 Stock Compensation Plan

Effective July 1, 2005, we adopted and approved the 2005 Stock Compensation Plan, which our shareholders approved on September 26, 2005. The purpose of the plan is to:

- encourage ownership of our common stock by our officers, directors, employees and advisors;
- provide additional incentive for them to promote our success and our business; and
- encourage them to remain in our employ by providing them with an opportunity to benefit from any appreciation of our common stock through the issuance of stock options.

Options constitute either incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended, or options which constitute nonqualified options at the time of issuance of such options. The plan provides that incentive stock options and/or nonqualified stock options may be granted to our officers, directors, employees and advisors selected by the compensation committee. A total of 4,000,000 shares of common stock are authorized and reserved for issuance during the term of the plan, which expires in June 2015. The compensation committee has the sole authority to interpret the plan and make all determinations necessary or advisable for administering the plan. The exercise price for any incentive option or nonqualified option may be less than the fair market value of the shares as of the date of grant. Upon the exercise of the option, the exercise price must be paid in full either in cash, shares of our stock or a combination. If any option is not exercised for any reason, such shares shall again become available for the purposes of the plan.

As of June 1, 2008, 1,500,000 options had been exercised and no options to purchase shares of our common stock under the plan were outstanding.

Other Options and Warrants Outstanding

As of June 1, 2008, the following additional options and warrants to purchase shares of our common stock were outstanding:

warrants to purchase an aggregate of 170,451 shares at $2.98 per share through September 3, 2009 which we sold to a group of investors as part of a private placement offering on September 1, 2004

On September 25, 2006, we issued, and 11 institutional investors purchased, an aggregate of 1,466,668 shares of our common stock at $3.75 per share, as well as an aggregate of 236,909 warrants to purchase 236,909 shares at an exercise price of $4.221 per share (the Short Term Warrants) and 366,668 warrants to purchase 366,668 shares at an exercise price of $4.50 per share (the Long Term Warrants). In addition, our placement agent received 29,333 Long Term Warrants with identical terms to the Long Term Warrants issued to the investors (the Placement Agent Warrants). The Short Term Warrants were exercisable at any time through February 5, 2007. The Long Term Warrants are exercisable at any time on or after March 25, 2007 for a term of five years thereafter.

As of June 1, 2008, the following warrants remained outstanding:

333,334 Long Term Warrants

29,333 Placement Agent Warrants

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS.

Please see Item 6.E. for share ownership information regarding our major shareholders. Our major shareholders do not have different voting rights.

As of June 10, 2008, we had 253 record holders of our common stock. Of the 22,574,672 shares outstanding as of June 10, 2008, 21,634,054 shares were held by CEDE & Co.

To the extent known to us, we are not directly or indirectly owned or controlled by another corporation, by any foreign government or by any other natural or legal persons severally or jointly.

To our knowledge, there are no arrangements the operation of which may at a subsequent date result in a change in control of our company.

B. RELATED PARTY TRANSACTIONS.

Certain of our banking facilities are collateralized by properties owned by Yu Chuan Yih and his personal guarantee to the extent of $21,244,000, $23,161,000 and $14,708,000 as of December 31, 2005, 2006 and 2007, respectively. Mr. Yih has not received any additional compensation or consideration from us in return for his personal guarantees.

During the fiscal year ended April 30, 1999, we provided a guarantee to a bank in respect of mortgage loans granted to Yu Chuan Yih to the extent of $632,000. As of December 31, 2007, the balance of the mortgage loans amounted to $79,000.

We paid Andrew N. Bernstein, P.C., the law firm of which Andrew N. Bernstein, one of our directors, is the sole shareholder, less than $200,000 for legal services rendered to us during the fiscal year ended December 31, 2007.

C. INTERESTS OF EXPERTS AND COUNSEL.

Not applicable.

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ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION.

The Consolidated Financial Statements are filed in this Annual Report as Item 18.

Export sales constitute a substantial majority of our total sales volume.

Securities Litigation. In September 2007, several shareholder class actions were filed in the United States District Court for the Central District of California against the Company and certain officers and directors of the Company, entitled *Apple v. LJ International Inc., et al.* (No. 07-06076), *Cooper v. LJ International, Inc., et al.* (No. 07/06213), and *Lieben v. LJ International Inc., et. al.* (No. 07-06216). On February 8, 2008, the judge to whom the cases were referred consolidated the cases and appointed lead plaintiff and lead counsel. On April 8, 2008, the lead plaintiff filed an amended and consolidated complaint (the Complaint .)

The Complaint alleges that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. It seeks an unspecified amount of damages on behalf of all persons who purchased LJ common stock during the period from February 15, 2007, to September 6, 2007 (the Class Period). The Complaint alleges that the Company s February 15, 2007 press release, which provided financial guidance for the Company s fourth quarter and year-end 2006 net income and earnings, contained materially false and misleading statements. Specifically, paragraph 10 of the Complaint alleges that the press release failed to disclose known uncertainties, such as applicable tax provisions, that had material, adverse effects on LJ s 2006 fourth quarter and full year earnings and net income. The Complaint alleges that the defendants overstated the Company s fiscal 2006 financial results, and thereby artificially inflated the market price of LJ s common stock throughout the Class Period.

On May 27, 2008, the Company (the only defendant served with the Complaint) moved to dismiss the Complaint pursuant to Rule 12(b) of the Federal Rules of Civil Procedure.

At this time, we are unable to form a professional judgment as to whether unfavorable outcomes are either probable or remote.

Derivative Litigation. Two purported shareholder derivative lawsuits, *Vaughn v. Yih, et al.* (Los Angeles Superior Court No. BC 378903) and *Cooke vs. Yih, et al.* (Los Angeles Superior Court No. BC 380214), were filed in California in Los Angeles County Superior Court on October 10 and November 5, 2007, respectively.

The complaints in the derivative actions allege, among other things, that various officers and directors of the Company caused the Company to issue a series of press releases, Securities and Exchange Commission filings, and other statements that significantly overstated the Company s business prospects and financial results. They further allege that, as a result of these

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statements, the Company s share price traded at artificially inflated levels, and that defendants actions led to a delay in the release of the Company s financial statements for the fiscal fourth quarter of 2006 and the fiscal first quarter of 2007. The plaintiffs purport to state causes of action for breach of fiduciary duty, waste of corporate assets, and unjust enrichment. By their complaints, they seek, among other relief, unspecified damages to be paid to the Company, corporate governance reforms, and equitable and injunctive relief, including restitution and the creation of a constructive trust.

On May 9, 2009, the court in the *Vaughn* action sustained the defendants demurrer without leave to amend on the ground that the plaintiff failed to obtain the required leave from the High Court of the British Virgin Islands to file the derivative action. The *Vaughn* action was dismissed pursuant to the order sustaining the demurrer. On May 15, 2008, the plaintiff filed a notice of appeal from the order of dismissal.

In May 2008, the *Cooke* action was reassigned to the same judge that presided over the *Vaughn* action. The Company anticipates that the court will set a status conference in due course.

At this time, we are unable to form a professional judgment as to whether unfavorable outcomes are either probable or remote.

Shao v. Yih, et al. On October 28, 2007, the former chief executive officer of Lorenzo USA, Inc. (a wholly-owned subsidiary of LJ), sued LJ, Lorenzo USA, Inc., and LJ s Chief Executive Officer Yu Chuan Yih in Los Angeles Superior Court, *Shao v, Yih, et al.*, Case No. BC379851. The plaintiff claimed that the defendants wrongfully refused to honor his valid exercise of options for the purchase of LJ stock. On April 25, 2008, the parties agreed to settle the dispute at mediation. The plaintiff has filed a Request for Dismissal in May 2008.

B. SIGNIFICANT CHANGES.

We believe that no significant changes have occurred since the date of the annual financial statements included in this annual report.

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ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS.

Our common stock is listed and quoted for trading on The Nasdaq Global Market under the symbol JADE. The following table sets forth, during the periods indicated, the high and low last sale prices for the common stock as reported by Nasdaq:

Period	High	Low
Year ended December 31, 2003	$ 5.00	$1.14
Year ended December 31, 2004	$ 5.74	$2.21
Year ended December 31, 2005	$ 3.95	$2.03
Year ended December 31, 2006	$ 4.60	$3.08
Year ended December 31, 2007	$12.86	$2.18
Quarter ended March 31, 2006	$ 4.16	$3.34
Quarter ended June 30, 2006	$ 3.79	$3.08
Quarter ended September 30, 2006	$ 4.59	$3.67
Quarter ended December 31, 2006	$ 4.60	$3.71
Quarter ended March 31, 2007	$12.00	$4.42
Quarter ended June 30, 2007	$12.86	$8.93
Quarter ended September 30, 2007	$12.37	$3.99
Quarter ended December 31, 2007	$ 6.15	$2.18
Quarter ended March 31, 2008	$ 5.45	$2.47
Quarter ended June 30, 2008*	$ 3.90	$2.56
Month ended December 31, 2007	$ 5.72	$3.25
Month ended January 31, 2008	$ 5.45	$3.10
Month ended February 29, 2008	$ 3.56	$3.16
Month ended March 31, 2008	$ 3.10	$2.47
Month ended April 30, 2008	$ 3.15	$2.56
Month ended May 31, 2008	$ 3.90	$2.61
Month ended June 30, 2008*	$ 3.73	$2.89

* Through June 24, 2008

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B. PLAN OF DISTRIBUTION.

Not applicable.

C. MARKETS.

Our common stock has been listed and quoted for trading on The Nasdaq Global Market (formerly The Nasdaq National Market) since April 15, 1998.

D. SELLING SHAREHOLDERS.

Not applicable.

E. DILUTION.

Not applicable.

F. EXPENSES OF THE ISSUE.

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. SHARE CAPITAL.

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION.

Corporate Powers. We have been registered in the British Virgin Islands since January 30, 1997, under British Virgin Islands International Business Companies number 216796. Clause 4 of our Memorandum of Association states that the objects for which we are established are to engage in any businesses which are not prohibited by law in force in the British Virgin Islands.

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Directors. A director who is materially interested in any transaction with us shall declare the material facts of and nature of his interest at the meeting of the Board of Directors. A director may vote or be counted as the quorum on any resolution of the Board in respect of any transaction in which he is materially interested. With the prior or subsequent approval by a resolution of directors, the directors may fix the emoluments of directors with respect to services to be rendered in any capacity to us. The directors may, by a resolution of directors, exercise all the powers of the Company to borrow money. There is no age limit requirement for retirement or non-retirement of directors. A director shall not require a share qualification.

Share Rights, Preferences and Restrictions. Our authorized share capital is US$1 million divided into 100 million shares of par value US$0.01 per share. All dividends unclaimed for three years after having been declared may be forfeited by resolution of the directors for our benefit. All shares vote as one class and each whole share has one vote. Directors stand for reelection on an annual basis. Cumulative voting for directors is not authorized. We may redeem any of our own shares for such fair value as we by a resolution of directors determine. All shares have the same rights with regard to dividends and distributions upon our liquidation.

Changing Share Rights. The rights of each class and series of shares that we are authorized to issue shall be fixed by the resolution of directors. If the authorized capital is divided into different classes, the rights attached to any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class and of the holders of not less than three-fourths of the issued shares of any other class which may be affected by such variation.

Shareholder Meetings. The directors may convene meetings of our members at such times and in such manner and places as the directors consider necessary or desirable. The directors shall convene such a meeting upon the written request of members holding 10 percent or more of our outstanding voting shares. At least seven days notice of the meeting shall be given to the members whose names appear on the share register.

Restrictions on Rights to Own Securities. There are no limitations on the rights to own our securities.

Change in Control Provisions. There are no provisions of our Memorandum of Association and Articles of Association that would have an effect of delaying, deferring or preventing a change in our control and that would have operate only with respect to a merger, acquisition or corporate restructuring involving us.

Disclosure of Share Ownership. There are no bylaw provisions governing the ownership threshold above which shareholder ownership must be disclosed.

Applicable Law. Under the laws of most jurisdictions in the US, majority and controlling shareholders generally have certain fiduciary responsibilities to the minority shareholders. Shareholder action must be taken in good faith and actions by controlling shareholders which are obviously unreasonable may be declared null and void. BVI law protecting the interests of

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minority shareholders may not be as protective in all circumstances as the law protecting minority shareholders in US jurisdictions.

While BVI law does permit a shareholder of a BVI company to sue its directors derivatively, that is, in the name of, and for the benefit of, our company and to sue a company and its directors for his benefit and for the benefit of others similarly situated, the circumstances in which any such action may be brought, and the procedures and defenses that may be available in respect of any such action, may result in the rights of shareholders of a BVI company being more limited than those of shareholders of a company organized in the US.

Our directors have the power to take certain actions without shareholder approval, including an amendment of our Memorandum of Association or Articles of Association or an increase or reduction in our authorized capital, which would require shareholder approval under the laws of most US jurisdictions. In addition, the directors of a BVI corporation, subject in certain cases to court approval but without shareholder approval, may, among other things, implement a reorganization, certain mergers or consolidations, the sale, transfer, exchange or disposition of any assets, property, part of the business, or securities of the corporation, or any combination, if they determine it is in the best interests of the corporation, its creditors, or its shareholders. Our ability to amend our Memorandum of Association and Articles of Association without shareholder approval could have the effect of delaying, deterring or preventing a change in our control without any further action by the shareholders, including a tender offer to purchase our common stock at a premium over then current market prices.

The International Business Companies Act of the British Virgin Islands permits the creation in our Memorandum and Articles of Association of staggered terms of directors, cumulative voting, shareholder approval of corporate matters by written consent, and the issuance of preferred shares. Currently, our Memorandum and Articles of Association only provide for shareholder approval of corporate matters by written consent, but not for staggered terms of directors, cumulative voting or the issuance of preferred shares.

As in most US jurisdictions, the board of directors of a BVI corporation is charged with the management of the affairs of the corporation. In most US jurisdictions, directors owe a fiduciary duty to the corporation and its shareholders, including a duty of care, under which directors must properly apprise themselves of all reasonably available information, and a duty of loyalty, under which they must protect the interests of the corporation and refrain from conduct that injures the corporation or its shareholders or that deprives the corporation or its shareholders of any profit or advantage. Many US jurisdictions have enacted various statutory provisions which permit the monetary liability of directors to be eliminated or limited.

Under BVI law, liability of a corporate director to the corporation is primarily limited to cases of willful malfeasance in the performance of his duties or to cases where the director has not acted honestly and in good faith and with a view to the best interests of the corporation. However, under our Articles of Association, we are authorized to indemnify any director or officer who is made or threatened to be made a party to a legal or administrative proceeding by virtue of being one of our directors or officers, provided such person acted honestly and in good faith and with a view to our best interests and, in the case of a criminal proceeding, such person

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had no reasonable cause to believe that his conduct was unlawful. Our Articles of Association also enable us to indemnify any director or officer who was successful in such a proceeding against expense and judgments, fines and amounts paid in settlement and reasonably incurred in connection with the proceeding.

The above description of certain differences between BVI and US corporate laws is only a summary and does not purport to be complete or to address every applicable aspect of such laws. However, we believe that all material differences are disclosed above.

Changes in Capital. Requirements to effect changes in capital are not more stringent than is required by law.

C. MATERIAL CONTRACTS.

None.

D. EXCHANGE CONTROLS.

There are no material British Virgin Islands laws, decrees, regulations or other legislation that impose foreign exchange controls on us or that affect our payment of dividends, interest or other payments to non-resident holders of our capital stock. British Virgin Islands law and our Memorandum of Association and Articles of Association impose no limitations on the right of non-resident or foreign owners to hold or vote our common stock.

E. TAXATION.

The following is a summary of anticipated material US federal income and British Virgin Islands tax consequences of an investment in our common stock. The summary does not deal with all possible tax consequences relating to an investment in our common stock and does not purport to deal with the tax consequences applicable to all categories of investors, some of which, such as dealers in securities, insurance companies and tax-exempt entities, may be subject to special rules. In particular, the discussion does not address the tax consequences under state, local and other non-US and non-British Virgin Islands tax laws. Accordingly, each prospective investor should consult its own tax advisor regarding the particular tax consequences to it of an investment in the common stock. The discussion below is based upon laws and relevant interpretations in effect as of the date of this annual report, all of which are subject to change.

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United States Federal Income Taxation

The following discussion addresses only the material US federal income tax consequences to a US person, defined as a US citizen or resident, a US corporation, or an estate or trust subject to US federal income tax on all of its income regardless of source, making an investment in the common stock. For taxable years beginning after December 31, 1996, a trust will be a US person only if:

- a court within the United States is able to exercise primary supervision over its administration; and
- one or more United States persons have the authority to control all of its substantial decisions.

In addition, the following discussion does not address the tax consequences to a person who holds or will hold, directly or indirectly, 10% or more of our common stock, which we refer to as a 10% Shareholder . Non-US persons and 10% Shareholders are advised to consult their own tax advisors regarding the tax considerations incident to an investment in our common stock.

A US investor receiving a distribution of our common stock will be required to include such distribution in gross income as a taxable dividend, to the extent of our current or accumulated earnings and profits as determined under US federal income tax principles. Any distributions in excess of our earnings and profits will first be treated, for US federal income tax purposes, as a nontaxable return of capital, to the extent of the US investor s adjusted tax basis in our common stock, and then as gain from the sale or exchange of a capital asset, provided that our common stock constitutes a capital asset in the hands of the US investor. US corporate shareholders will not be entitled to any deduction for distributions received as dividends on our common stock.

Gain or loss on the sale or exchange of our common stock will be treated as capital gain or loss if our common stock is held as a capital asset by the US investor. Such capital gain or loss will be long-term capital gain or loss if the US investor has held our common stock for more than one year at the time of the sale or exchange.

A holder of common stock may be subject to backup withholding at the rate of 31% with respect to dividends paid on our common stock if the dividends are paid by a paying agent, broker or other intermediary in the United States or by a US broker or certain United States-related brokers to the holder outside the United States. In addition, the proceeds of the sale, exchange or redemption of common stock may be subject to backup withholding, if such proceeds are paid by a paying agent, broker or other intermediary in the United States.

Backup withholding may be avoided by the holder of common stock if such holder:

- is a corporation or comes within other exempt categories; or
- provides a correct taxpayer identification number, certifies that such holder is not subject to backup withholding and otherwise complies with the backup withholding rules.

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In addition, holders of common stock who are not US persons are generally exempt from backup withholding, although they may be required to comply with certification and identification procedures in order to prove their exemption.

Any amounts withheld under the backup withholding rules from a payment to a holder will be refunded or credited against the holder s US federal income tax liability, if any, provided that amount withheld is claimed as federal taxes withheld on the holder s US federal income tax return relating to the year in which the backup withholding occurred. A holder who is not otherwise required to file a US income tax return must generally file a claim for refund or, in the case of non-US holders, an income tax return in order to claim refunds of withheld amounts.

British Virgin Islands Taxation

Under the International Business Companies Act of the British Virgin Islands as currently in effect, a holder of common stock who is not a resident of BVI is exempt from BVI income tax on dividends paid with respect to the common stock and all holders of common stock are not liable for BVI income tax on gains realized during that year on sale or disposal of such shares; BVI does not impose a withholding tax on dividends paid by a company incorporated under the International Business Companies Act.

There are no capital gains, gift or inheritance taxes levied by BVI on companies incorporated under the International Business Companies Act. In addition, the common stock is not subject to transfer taxes, stamp duties or similar charges.

There is no income tax treaty or convention currently in effect between the United States and the British Virgin Islands.

F. DIVIDENDS AND PAYING AGENTS.

Not applicable.

G. STATEMENT BY EXPERTS.

Not applicable.

H. DOCUMENTS ON DISPLAY.

The documents concerning our company, which are referred to in this annual report, may be inspected at our principal executive offices at Unit #12, 12/F, Block A, Focal Industrial Centre, 21 Man Lok Street, Hung Hom, Kowloon, Hong Kong.

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I. SUBSIDIARY INFORMATION.

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not believe that we have any material exposures to market risk associated with activities in derivative financial instruments, other financial instruments, derivative commodity instruments, and other market risk sensitive instruments, positions and transactions.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures.

As of the end of the period covered by this report, our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) of the Exchange Act.

Based upon that evaluation, our management has concluded that, as of December 31, 2007, our disclosure controls and procedures were effective.

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(b) Management s annual report on internal control over financial reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) under the Exchange Act. Our management evaluated the effectiveness of our internal control over financial reporting based on criteria established in the framework *in Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2007.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Our independent registered public accounting firm, Gruber & Company, LLC, has audited our management s assessment of the effectiveness of our internal control over financial reporting as of December 31, 2007, as stated in its report, which appears on page F-2 of this Annual Report on Form 20-F.

(c) Attestation report of the registered public accounting firm.

Our independent registered public accounting firm, Gruber & Company, LLC, has audited our management s assessment of the effectiveness of our internal control over financial reporting as of December 31, 2007, as stated in its report, which appears on page F-2 of this Annual Report on Form 20-F.

(d) Changes in internal control over financial reporting.

There were no changes in our internal controls over financial reporting identified in connection with the evaluation that occurred during the period covered by this Annual Report on Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

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Our Board of Directors has determined that it considers Jin Wang as the audit committee financial expert serving on our audit committee. Mr. Wang is an independent non-executive director as defined in The Nasdaq Stock Market s listing standards.

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to all of our employees, including our chief executive officer and our chief financial officer.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

(a) Audit Fees.

Gruber & Company, LLC was our principal accountant for the audit of our financial statements for the fiscal years ended December 31, 2006 and 2007.

The aggregate fees billed for each of the last two fiscal years for professional services rendered by our principal accountant for the audit of our annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were $200,000 for the fiscal year ended December 31, 2006 and $210,000 for the fiscal year ended December 31, 2007.

The foregoing excludes our payments to Moores Rowland Mazars of $200,000 and KPMG of $400,000 for services rendered in connection with the fiscal year ended December 31, 2006.

(b) Audit Related Fees.

No fees were billed in each of the last two fiscal years for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported under paragraph (a) of this Item for the fiscal years ended December 31, 2006 and 2007.

(c) Tax Fees.

The aggregate fees billed in each of the last two fiscal years for professional services rendered by our principal accountants for tax compliance, tax advice, and tax planning were $nil for the fiscal year ended December 31, 2006 and $ nil for the fiscal year ended December 31, 2007.

(d) All Other Fees.

No fees were billed in each of the last two fiscal years for products and services provided by our principal accountant, other than the services reported in paragraphs (a) through (c) of this Item for the fiscal years ended December 31, 2006 and 2007.

(e) Audit Committee Pre-Approval Policies and Procedures.

To ensure continuing auditor objectivity and to safeguard the independence of our auditors, our audit committee has determined a framework for the type and authorization of non-audit services which our current accountant, Gruber & Company, LLC, may provide.

The audit committee has adopted policies for the pre-approval of specific services that may be provided by our principal auditors. These policies are kept under review and amended as necessary to meet the dual objectives of ensuring that we benefit in a cost effective manner from the cumulative knowledge and experience of our auditors whilst also ensuring that the auditors maintain the necessary degree of independence and objectivity.

Our audit committee approved the engagement of Gruber & Company, LLC as our principal accountant to render audit and non-audit services before Gruber & Company, LLC was engaged by us.

All of the services described in each of paragraphs (b) through (d) of this Item were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f). Not applicable.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In September 2001, we announced a common stock repurchase program pursuant to which we may repurchase up to 1,000,000 shares of common stock from time to time in the open market and in negotiated transactions, including block transactions, and may be discontinued at any time without prior notice.

We did not repurchase any of our shares of common stock during the fiscal year ended December 31, 2007.

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PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

The following financial statements, together with the report of the independent registered public accounting firm Gruber & Company, LLC, for the years ended December 31, 2005, 2006 and 2007 are being filed as part of this Annual Report on Form 20-F.

Consolidated statements of operations for the years ended December 31, 2005, 2006 and 2007.

Consolidated balance sheets as of December 31, 2006 and 2007.

Consolidated statements of shareholders equity for the years ended December 31, 2005, 2006 and 2007.

Consolidated statements of cash flows for the years ended December 31, 2005, 2006 and 2007.

Notes to and forming part of the financial statements.

Schedule II Valuation and Qualifying Accounts for the year ended December 31, 2007, 2006 and 2005

All other schedules are omitted, as required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

LJ INTERNATIONAL INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of LJ International Inc.

In our opinion the consolidated balance sheets and the related consolidated statements of operations, shareholders equity and comprehensive income and cash flows present fairly, in all material respects, the financial position of LJ International Inc. and its subsidiaries at December 31, 2007 and December 31, 2006, and the results of their consolidated operations and their consolidated cash flows for each of the three years in the period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement Schedule II presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and the financial statement Schedule II, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting appearing under Item 15(b) Management s Annual Report on Internal Control Over Financial Reporting of the Annual Report on Form 20-F-2007. Our responsibility is to express opinions on these financial statements, on the financial statement Schedule II, and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention of timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Gruber & Company, LLC

Gruber & Company, LLC
Lake Saint Louis, Missouri
May 23, 2008

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LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except share and per share data)

	Notes	**Year ended December 31, 2007 US$**	Year ended December 31, 2006 US$	Year ended December 31, 2005 US$
Operating revenue	*2 (c)*	**152,037**	123,791	99,646
Costs of goods sold (Exclusive of depreciation shown separately below.)		**(112,508)**	(88,867)	(77,127)
Gross profit		**39,529**	34,924	22,519
Operating expenses				
Selling, general and administrative expenses		**(30,399)**	(23,114)	(15,488)
Net (loss) gain on derivatives		**(4)**	(29)	8
Depreciation		**(3,095)**	(2,039)	(1,368)
Operating income		**6,031**	9,742	5,671
Other income and expense				
Interest income	*2 (c)*	**273**	282	139
Interest expenses		**(3,103)**	(3,258)	(1,991)
Income before income taxes, minority interests and extraordinary item		**3,201**	6,766	3,819
Income taxes expense	*10*	**(1,711)**	(1,403)	(739)
Income before minority interests and extraordinary item		**1,490**	5,363	3,080
Minority interests in consolidated subsidiaries		**(1)**	(38)	(20)
Income before extraordinary item		**1,489**	5,325	3,060
Extraordinary gain on negative goodwill	*3*			1,291
Net income		**1,489**	5,325	4,351
Numerator:				
Net income used in computing basic earnings per share		**1,489**	5,325	4,351

Denominator:			
Weighted average number of shares used in calculating basic earnings per share	**21,064,253**	17,390,093	13,438,578
Effect of dilutive potential ordinary shares:			
Warrants	**248,945**	118,717	28,738
Stock options	**975,904**	794,467	854,568
Weighted average number of shares used in calculating diluted earnings per share	**22,289,102**	18,303,277	14,321,884

See accompanying notes to consolidated financial statements.

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LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except share and per share data)

	Notes	**Year ended December 31, 2007 US$**	Year ended December 31, 2006 US$	Year ended December 31, 2005 US$
Basic earnings per share:	*2 (g)*			
Income before extraordinary item		**0.07**	0.31	0.23
Extraordinary item				0.09
Net income		**0.07**	0.31	0.32
Diluted earnings per share:	*2 (g)*			
Income before extraordinary item		**0.07**	0.29	0.21
Extraordinary item				0.09
Net income		**0.07**	0.29	0.30

See accompanying notes to consolidated financial statements.

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LJ INTERNATIONAL INC.
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share and per share data)

	Notes	As of December 31, 2007 US$	2006 US$
ASSETS			
Current asset			
Cash and cash equivalents		**4,951**	5,863
Restricted cash	*9 (a)*	**4,161**	5,489
Trade receivables, net of allowance for doubtful accounts (December 31, 2007: US$1; December 31, 2006: US$30)		**23,194**	23,894
Derivatives		**2,947**	3,400
Available-for-sale securities	*2 (n)*	**2,973**	2,596
Inventories	*5*	**82,012**	68,751
Prepayments and other current assets		**2,522**	3,118
Total current assets		**122,760**	113,111
Properties held for lease, net	*6*	**1,292**	1,346
Property, plant and equipment, net	*7*	**8,460**	8,412
Due from related parties	*16 (b)*		21
Deferred tax assets		**111**	111
Goodwill, net	*8*	**1,521**	1,521
Total assets		**134,144**	124,522
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Bank overdrafts	*9*	**2,977**	1,591
Notes payable	*9*	**4,047**	3,987
Capitalized lease obligation, current portion	*11*	**92**	94
Letters of credit, gold loan and others	*9*	**21,536**	33,423
Derivatives		**4,444**	6,034
Trade payables		**18,700**	9,213
Accrued payroll and staff benefits		**2,686**	2,043
Accrued expenses and other payables		**3,434**	5,509
Income taxes payable		**1,719**	735
Deferred taxation	*10*	**339**	348
Total current liabilities		**59,974**	62,977
Notes payable, non-current portion		**1,154**	1,378
Capitalized lease obligation, non-current portion	*11*	**181**	262

Total liabilities		**61,309**	64,617
Minority interest		**167**	166
Commitments and contingencies	*12*		
Shareholders equity			
Common stocks, par value US$0.01 each, Authorized - 100 million shares, Issued 21,437,172 shares as of December 31, 2007 and 18,977,371 shares as of December 31, 2006	*13*	**214**	190
Additional paid-in capital		**51,495**	40,456
Accumulated other comprehensive income (loss)		**321**	(56)
Retained earnings		**20,638**	19,149
Total shareholders equity		**72,668**	59,739
Total liabilities and shareholders equity		**134,144**	124,522

See accompanying notes to consolidated financial statements.

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LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME
(Amounts in thousands, except share and per share data)

	Notes	Common stock Number of shares	Par Value US$	Additional Paid-in Capital US$	Accumulated other comprehensive income (loss) US$ (Note 2(x))	Unearned compensation US$	Retained earnings US$	Total US$
Balance as of January 1, 2005		12,304,658	123	23,382	(151)	(37)	9,473	32,790
Comprehensive income, net of tax:								
Net income							4,351	4,351
Exchange translation difference					(5)			(5)
								4,346
Issuance of common stock upon exercise of stock options	13(a)(ii)	3,162,000	31	7,542				7,573
Issuance of common stock upon exercise of warrants	13(a)(ii)	54,545	1	162				163
Compensation costs for warrants granted	15(b)(ii)			118				118
Compensation expense recognized during the year	2(q)					18		18
Balance as of December 31, 2005		15,521,203	155	31,204	(156)	(19)	13,824	45,008
Comprehensive income, net of tax:								
Net income							5,325	5,325
Unrealized holding gain on investment in available-for-sale securities	2(n)				100			100
								5,425

Issuance of common stock on private placement	13(a)(iii)	1,466,668	15	4,176				4,191
Issuance of common stock upon exercise of stock options	13(a)(iv)	1,489,500	15	2,989				3,004
Issuance of common stock upon exercise of warrants	13(a)(iv)	500,000	5	1,735				1,740
Elimination of unearned compensation	2(q)			(19)		19		
Compensation costs for warrants granted	15(b)(ii)			158				158
Stock-based compensation	2(q)			213				213
Balance as of December 31, 2006		18,977,371	190	40,456	(56)		19,149	59,739

See accompanying notes to consolidated financial statements.

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LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME
(Amounts in thousands, except share and per share data)

	Notes	Common stock Number of shares	Par Value US$	Additional Paid-in Capital US$	Accumulated other comprehensive income (loss) US$ (Note 2(x))	Unearned compensation US$	Retained earnings US$	Total US$
Balance as of December 31, 2006		18,977,371	190	40,456	(56)		19,149	59,739
Comprehensive income, net of tax:								
Net income							1,489	1,489
Unrealized holding gain on investment in available-for-sale securities	2(n)				377			377
								1,866
Issuance of common stock upon exercise of stock options	13(a)(v)	1,897,000	19	8,485				8,504
Issuance of common stock upon exercise of warrants	13(a)(v)	562,801	5	2,067				2,072
Compensation costs for warrants granted	15(b)(ii)			157				157
Stock-based compensation	2(q)			330				330
Balance as of December 31, 2007		**21,437,172**	**214**	**51,495**	**321**		**20,638**	**72,668**

See accompanying notes to consolidated financial statements.

LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands, except share and per share data)

	Year ended December 31, 2007 US$	Year ended December 31, 2006 US$	Year ended December 31, 2005 US$
Cash flows from operating activities:			
Net income	**1,489**	5,325	4,351
Adjustments to reconcile income (loss) to net cash provided by (used in) operating activities:			
Depreciation of property, plant and equipment and properties held for lease	**3,095**	2,039	1,368
Extraordinary gain on negative goodwill			(1,291)
Unrealized (gain) loss on derivatives		(48)	88
Loss on disposal and write-off of property, plant and equipment	**45**	3	8
Reversal of doubtful debts	**(2)**	(40)	(72)
Minority interests	**1**	37	20
Compensation costs for warrants granted	**157**	158	118
Compensation expenses recognized during the year	**330**	213	18
Changes in operating assets and liabilities:			
Trade receivables	**702**	1,106	(8,607)
Inventories	**(13,261)**	(12,810)	(12,060)
Prepayments and other current assets	**596**	(580)	601
Due from related parties	**21**	463	7
Trade payables	**9,487**	(2,955)	1,883
Accrued expenses and other payables	**(1,432)**	272	(854)
Income taxes payable and deferred taxation	**975**	617	200
Net cash provided by (used in) operating activities	**2,203**	(6,200)	(14,222)
Cash flows from investing activities:			
Change in restricted cash	**1,328**	350	554
Net cash inflow from acquisition			156
Purchase of available-for-sale securities			(2,496)
Purchase of property, plant and equipment	**(3,139)**	(4,183)	(2,869)
Proceeds on disposals of property, plant and equipment	**5**	4	
Net cash used in investing activities	**(1,806)**	(3,829)	(4,655)

See accompanying notes to consolidated financial statements.

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LJ INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands, except share and per share data)

	Year ended December 31, 2007 US$	Year ended December 31, 2006 US$	Year ended December 31, 2005 US$
Cash flows from financing activities:			
Change in bank overdrafts	**1,386**	(437)	1,421
Proceeds from issuance of shares upon exercise of stock options	**8,504**	3,004	7,573
Proceeds from issuance of share upon exercise of stock warrants	**2,072**	1,740	163
Net proceeds from issuance of shares in private placement		4,191	
Repayment of amount due to related parties		(1,910)	
Loans acquired	**14,334**	11,092	10,267
Repayment of loans	**(24,833)**	(8,117)	(5,424)
Repayment of capitalized lease obligation	**(83)**	(73)	(14)
Letter of credit and factoring	**(5,691)**	457	6,464
Proceeds from sale of derivatives net of retirement of embedded derivatives	**3,002**	1,149	
Net cash (used in) provided by financing activities	**(1,309)**	11,096	20,450
Effect of foreign exchange rate change			(5)
Net (decrease) increase in cash and cash equivalents	**(912)**	1,067	1,568
Cash and cash equivalents, as of beginning of year	**5,863**	4,796	3,228
Cash and cash equivalents, as of end of year	**4,951**	5,863	4,796
Supplemental disclosure information:			
Interest expense	**3,103**	3,258	1,991
Income taxes paid	**736**	786	539
Non-cash transactions:			
Purchase of property, plant and equipment under capitalized leases		366	

See accompanying notes to consolidated financial statements.

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1. NATURE OF BUSINESS AND BASIS OF FINANCIAL STATEMENTS

LJ International Inc. (LJI), its subsidiaries and variable interest entities (VIEs) (collectively referred as the Company) are principally involved in the design, manufacture, marketing, sale of precious and color gemstones as well as diamond jewelry. While the Company is based in Hong Kong, its manufacturing operations are in the People s Republic of China (PRC) and most of its sales are currently in the United States of America (US). The retail shops are located in the PRC, Hong Kong and Macau. The Company also owns certain commercial and residential properties located in Hong Kong, which are held primarily for lease.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of accounting

The financial statements are prepared in accordance with US generally accepted accounting principles (US GAAP).

(b) Principles of consolidation and goodwill

The consolidated financial statements include the financial information of LJI, its subsidiaries and VIEs for which the Company is the primary beneficiary. The results of subsidiaries and VIEs acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal respectively. All material intercompany balances and transactions have been eliminated on consolidation.

The Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 46 (Revised December 2003), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51 (FIN 46(R)). FIN 46(R) requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest nor do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties.

VIEs are owned by individuals, who are acting as agents for the Company. The Company does not have any ownership interest in VIEs. LJI is incorporated in the BVI and is considered a foreign entity under the PRC laws. Prior to 2006, due to the restrictions on foreign ownership on the retail business of jewelry, the Company, through loans to the agents, established VIEs to carry out the retail business of jewelry in the PRC. Pursuant to various agreements entered into between the Company, the owners of VIEs and VIEs, the Company generally has control of VIEs, absorbs majority of expected losses and receives majority of residual return of VIEs. The Company is therefore considered the primary beneficiary of VIEs. Accordingly, the results of VIEs have been consolidated in the financial statements of the Company since they become VIEs of the Company. With the

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

relaxation of the restrictions on foreign ownership on retail business, the agents of one of the VIE have transferred the ownership of the VIE back to the Company in September 2006, the agents of another VIE are in the process of transferring the ownership of the VIE back to the Company.

The application of the consolidation provisions of FIN 46(R) resulted in an increase in assets and an increase in liabilities as of December 31, 2007 by US$5,632 and US$5,682 respectively and an increase in assets and an increase in liabilities as of December 31, 2006 by US$3,098 and US$1,358 respectively and increase in net loss of US$473 and US$580 and US$1,248 for each of three years ended December 31, 2007, 2006 and 2005 respectively.

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a purchase businesses combination. Goodwill is reviewed for impairment at least annually in accordance with the provisions of FASB Statement No. 142, *Goodwill and Other Intangible Assets*. The goodwill impairment test is a two-step test. Under the first step, the fair value of the reporting unit is compared with its carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the enterprise must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit s goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with FASB Statement No. 141, *Business Combinations*. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit is determined using a discounted cash flow analysis. If the fair value of the reporting unit exceeds its carrying value, step two does not need to be performed.

The Company performed its annual impairment review of goodwill, and resulting in US$Nil in 2007 and 2006, US$1,291 included in statement of operations as an extraordinary item in 2005.

(c) Revenue recognition

Operating revenue represents*:*

	Year ended December 31, 2007 US$	Year ended December 31, 2006 US$
Product sales	**161,375**	128,118
Services income		4,130
Rental income	**126**	124
	161,501	132,372
Less: Sales return allowance	**(9,464)**	(8,581)
	152,037	123,791

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Product sales

Product sales represent the invoiced value of products sold, net of value added taxes (VAT). The Company recognizes revenue from the sale of products when the following criteria are met: 1) persuasive evidence of an arrangement exists (sales agreements and customer purchase orders are used to determine the existence of an arrangement); 2) delivery of the product has occurred and risks and benefits of ownership have been transferred, which is when the product is received by the customer at its or a designated location in accordance with the sales terms; 3) the sales price is fixed or determinable; and 4) collectibility is probable.

In the PRC, VAT at a general rate of 17% on invoice amount is collected on behalf of tax authorities in respect of the sales of products and is not recorded as revenue. VAT collected from customers, net of VAT paid for purchases, is recorded as a liability in the consolidated balance sheets until it is paid to the authorities.

(ii) Service income

Service income represents services performed for improving and upgrading gemstones into saleable quality. On August 11, 2006 the Company entered into a Joint Collaboration Agreement (the Agreement) with an Agent who is not a related party. The Company was responsible for and paid the cost of servicing and upgrading performed to bring gemstones to the form of fine jewelry ready for sale.

The servicing income in the amount of $4,130 was included in servicing income on the consolidated statement of operations for the year ended December 31, 2006.

(iii) Rental income

Rental income receivable under operating lease is recognized in the consolidated statements of income in equal installments over the period covered by the lease term.

(iv) Other income represents:

Interest income is accrued on a time proportion basis on the principal outstanding and at the interest rate applicable.

(d) Sales return reserve

The Company has allowed sales returns and its sales generally include specified return policy for certain customers. The Company reserves for sales returns as a reduction of revenue at the time the operating revenue is recognized based on historical sales return experience and agreed terms of sales return stated in the contracts with certain specific customers.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Shipping and handling costs

The shipping and handling costs are included in cost of goods sold. Shipping and handling costs were US$2,580, US$2,991 and US$3,135 for the years ended December 31, 2007, 2006 and 2005 respectively.

(f) Advertising and promotion costs

Advertising and promotion expenses are generally expensed when incurred. Advertising costs were US$2,242, US$1,321 and US$1,092 for the years ended December 31, 2007, 2006 and 2005 respectively.

(g) Earnings per share

The calculation of basic earnings per share is based on net income for the year attributable to shareholders and on the weighted average number of ordinary shares outstanding during the year.

The calculation of diluted earnings per share is based on net income for the year attributable to shareholders and on the weighted average number of ordinary shares outstanding during the year, adjusted for the effects of all dilutive potential ordinary shares. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the if-converted method. 329,334 warrants were not included in the computation of diluted earnings per share for the year ended December 31, 2007 because to do so would have been anti-dilutive for the year.

(h) Fair value of financial instruments

The financial instruments used by the Company in the normal course of business, including cash and cash equivalents, trade receivables, trade payables, notes payable and letter of credit, gold and other loans, have fair values which approximate their recorded value as the financial instruments are either short term in nature or carry interest rate that approximate market rates.

(i) Accounts receivable

Trade receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on trade receivables are included in net cash provided by operating activities in the consolidated statements of cash flows. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its trade receivable portfolio and purchases trade credit insurance to cover the risk of collectibilities. In establishing the required allowance, management considers historical losses, current receivables aging, and existing industry and national economic data. The Company reviews its allowance for doubtful accounts regularly. Past due balances over 120 days and over a specified amount are reviewed individually for collectibility. All other balances are reviewed on a pooled basis by aging of such balances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers, except for outstanding bills discounted with banks (see Note 9), that are subject to recourse for non-payment.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Inventories

Inventories are stated at the lower of cost and market. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, including inbound freight charges, purchasing and receiving cost, inspection costs and internal transfer costs, is calculated using the weighted average costing method. Estimated losses on inventories represent reserves for obsolescence, excess quantities, irregulars and slow moving inventory, and which are charged to cost of goods sold. In case of inventory which have been written down below cost at the close of a fiscal year, such reduced amount forms a new cost basis that subsequently cannot be marked up based on changes in underlying facts and circumstances. The Company estimates the loss/write-down on the basis of its assessment of the inventory s net realizable value based upon current market conditions and historical experience.

Effective January 1, 2005, the Company changed its method of valuing its inventory from the first-in, first-out method to the monthly weighted average costing method. Management believes the weighted average costing method results in a better matching of current costs with current revenues and minimizes the effect of price level changes on inventory valuation. The cumulative effect of this accounting change for years prior to 2005 and the effects of retroactive application of the weighted average costing method to prior years are immaterial. The effect of the change in 2005 was to increase net income of the Company by US$35.

(k) Properties held for lease

Properties held for lease are carried at cost, less accumulated depreciation, which is computed using the straight-line method over the estimated useful lives of the assets. Rental income from these properties is recorded on a monthly basis in accordance with the lease terms.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Property, plant and equipment (PPE) and depreciation

PPE are stated at cost less accumulated depreciation and accumulated impairment loss, and include expenditure that substantially increases the useful lives of existing assets. Maintenance and repairs are charged to current operations as incurred. Upon sale, retirement, or other disposition of these assets, the cost and related accumulated depreciation and accumulated impairment loss are removed from the respective accounts, and any gain or loss is included in the consolidated statement of operations. Plant and equipment under capital leases are stated at the present value of minimum lease payments.

Depreciation on PPE is calculated by using the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the related assets at the following annual rates:

Leasehold land and buildings	2% or over the unexpired term of leases
Leasehold improvement	shorter of 10% or the unexpired term of leases
Furniture, fixtures and equipment	20% to 50%
Plant and machinery	10%
Motor vehicles	10% to 20%

Depreciation on PPE attributable to manufacturing activities is capitalized as part of inventory, and expensed to cost of goods sold as inventory is sold. Depreciation related to abnormal amounts from idle capacity is charged to cost of goods sold for the period incurred. Total depreciation for the years ended December 31, 2007, 2006 and 2005 were US$ 3,095, US$2,039 and US$1,368 respectively.

(m) Impairment of long-lived assets

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144 (SFAS 144), *Accounting for the Impairment or Disposal of Long-Lived Assets*, long-lived assets, such as property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by an asset to the carrying value of the asset. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds it fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Available-for-sale securities

The Company classifies its investment in capital guaranteed fund as available-for-sale securities. The fund is restricted and secures obligations under trade credit banking facilities. It is carried at market value with a corresponding recognition of net unrealized holding gain or loss (net of tax) as a separate component of shareholders equity until realized. Unrealized losses are charged against net earnings when a decline in fair value is determined to be other than temporary. Gains and losses on sales of securities are computed on a specific identification basis. Available-for-sale securities comprise:

	As of December 31,	
	2007	2006
	US$	US$
Quoted capital guaranteed fund, at cost	**2,496**	2,496
Gross unrealized gains	**477**	100
Fair value of available-for-sale securities	**2,973**	2,596

(o) Gold loans and embedded derivative

Gold loans are commodity-indexed debts with an embedded derivative. The loan is recorded at its original amount and adjusted for additional borrowings and repayments. The embedded derivative component was valued at fair value, considering the market price of gold, volatility of gold and the time value of money. Any changes in fair value of embedded derivative are included in the consolidated statement of operations and an asset or liability representing the value of the embedded derivative portion is included in the consolidated balance sheet.

(p) Derivatives

The Company enters into derivative contracts to hedge the future settlement of gold loans in order to mitigate the risk of market price fluctuations. They consist of contracts that are used to hedge against changes in the fair value of gold price when the Company settles the gold loans.

The derivative contracts and the embedded derivative are valued at fair value. Changes in fair value of derivative contracts are included in the consolidated statement of operations, net of changes in fair value of embedded derivative set out in note 2(o).

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Stock-based compensation

Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment , (SFAS 123(R)) requires the Company to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The Company records the cost as expense over the offering period and vesting term in connection with compensation expense for stock-based employee compensation plans.

Effective January 1, 2006, the Company began recording compensation expense for stock-based employee compensation plans in accordance with SFAS 123(R) as interpreted by SEC Staff Accounting Bulletin No. 107. The Company adopted the modified prospective transition method provided for under SFAS 123(R), and consequently has not retroactively adjusted results from prior periods. Under this transition method, compensation expense for stock-based employee compensation plans recognized for the year ended December 31, 2006 now includes estimated expense for the portion of stock options vesting in the period for options granted prior to, but not vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123).

As of December 31, 2007, the Company has three stock-based employee compensation plans, details of which are set out in note 15(a).

During the year ended December 31, 2007, the Company has granted 1,500,000 stock options to the employees. The fair value of these options was estimated on the date of grant using a Binomial pricing model with the following weighted-average assumptions:

	Year ended December 31, 2007
Expected dividend yield	
Expected stock price volatility	33.2%
Risk-free interest rate	4.90%
Expected life of options	1 month

The weighted average fair value per option granted during the years ended December 31, 2007 was US$0.22.

Prior to 1 January, 2006, the Company records compensation expense for stock-based employee compensation plans using the intrinsic value method pursuant to APB Opinion No. 25 in which compensation expense is measured as the excess of the market price of the stock over the exercise price of the plan on the measurement date. Compensation expense is charged to income as when incurred if the benefit was fully vested at the date of grant or is recognized proportionately over the vesting period. Unearned compensation is shown separately as a reduction of the shareholders equity.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Stock-based compensation (Continued)

In 2004, the Company recorded an unearned compensation of US$48 in the shareholders equity in relation to the option to purchase 150,000 shares of the common stock of the Company granted to an employee, for which the exercise price was below the market price of the underlying stock at the date of grant. This amount is accrued proportionately as compensation expense over the vesting period. For each of the two years ended December 31, 2005 and 2004, the Company recognized compensation expense of US$18 and US$11 respectively in its statement of operations. Following the adoption of SFAS 123(R), the unearned compensation has been eliminated against the additional paid-in capital. Other than the above, the exercise price of the Company s incentive stock options was same as or higher than the market price of the underlying stock on the date of grant, no compensation expense was recognized for these stock options granted to employees.

Had compensation expense for the same stock options been determined based on the fair value on the date of grant and been amortized over the period from the date of grant to the date that the award is vested, consistent with the provisions of SFAS No. 123, the Company s net income and earnings per share would have been reported as follows:

	Year ended December 31, 2005 US$
Income before extraordinary item	3,060
Add : Stock-based employee compensation expenses included in reported net income, net of tax	18
Deduct: Total stock-based employee compensation expenses determined under fair value based method for all awards, net of tax	(2,266)
Pro forma income before extraordinary item	812
Extraordinary item	1,291
	2,103

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Stock-based compensation (Continued)

	Year ended December 31, 2005 US$
Basic earnings per share, as reported:	
Income before extraordinary item	0.23
Extraordinary item	0.09
Net income	0.32
Diluted earnings per share, as reported:	
Income before extraordinary item	0.21
Extraordinary item	0.09
Net income	0.30
Basic earnings per share, pro forma:	
Income before extraordinary item	0.06
Extraordinary item	0.09
Net income	0.15
Diluted earnings per share, pro forma:	
Income before extraordinary item	0.06
Extraordinary item	0.09
Net income	0.15

The fair value of these options was estimated on the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions:

	Year ended December 31, 2005
Expected dividend yield	
Expected stock price volatility	52%

Risk-free interest rate	4.37%
Expected life of options	2 years

The weighted average fair value per option granted during the year ended December 31, 2005 was US$0.70.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Income taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

(s) Foreign currencies

LJI s functional currency is United States dollars. Transactions denominated in currencies other than U.S. dollars are translated into U.S. dollars at the exchange rate prevailing at the dates of transactions. Foreign currency transaction gains and losses are included in the consolidated statement of operations. The assets and liabilities of subsidiaries whose functional currencies are other than U.S. dollars, are translated at the exchange rates in effect at the balance sheet date and related revenue and expenses are translated at average exchange rates during the year. Related transaction gains or losses are reported as a separate component of accumulated other comprehensive income (loss).

The aggregate transaction loss included in determining net income were US$453, US$465 and US$273 for each of the three years ended December 31, 2007, 2006 and 2005 respectively.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Cash equivalents and Pledged Bank Deposits

Cash consists of cash on hand, cash in bank accounts and interest-bearing savings accounts. Cash deposits that are restricted as to withdrawal or pledged as security, are disclosed separately on the face of the consolidated balance sheet, and not included in the cash total for the purpose of the consolidated statements of cash flow.

(u) Uses of estimates

The preparation of the consolidated financial statements, in accordance with US GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financials statements and accompanying notes. Significant items subject to such estimates and assumptions include the carrying amount of property, plant and equipment and goodwill; valuation allowance for receivables, inventories and deferred income tax asset; valuation of derivative instruments; valuation of share-based compensation. Actual results could differ from those estimates.

(v) Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

(w) Dividends

The Directors of the Company have never declared or paid any cash dividends on the Company s capital stock and do not anticipate paying cash dividends in the foreseeable future. The ability to pay dividends depends upon receipt of dividends or other payments from subsidiaries and other holdings and investments. In addition, the operating subsidiaries from time to time may be subject to restrictions on their ability to make distributions to the Company, including as a result of restrictive covenants in loan agreements, restrictions on the conversion of local currency into US dollars or other currencies and other regulatory restrictions. Currently, none of the subsidiaries has such restriction during the periods presented except for the covenants as set out in note 9 to the financial statements.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Comprehensive income

The Company reports comprehensive income in accordance with SFAS No. 130 Reporting Comprehensive Income . Accumulated other comprehensive gain represents exchange translation adjustments and unrealized holding gains on investment, and is included in the shareholders equity section of the balance sheet.

(y) New accounting pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (SFAS No. 157), *Fair Value Measurements*, which defines fair value, provides a framework for measuring fair value, and expands the disclosures required for fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require fair value measurements and does not require any new fair value measurements. SFAS No. 157 is effective for fiscal year beginning after November 15, 2007. We are required to adopt SFAS No. 157 beginning on January 1, 2008. SFAS No. 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in the year of adoption. In November 2007, the FASB proposed a one-year deferral of SFAS No. 157 s fair value measurement requirements for non-financial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis. The Company does not expect the adoption of SFAS No. 157 will have a material impact on its financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 (SFAS No. 159), *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. SFAS No. 159 allows entities to choose, at specified election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item s fair value in subsequent reporting periods must be recognized in current earnings. SFAS No. 159 also establishes presentation and disclosure requirements designed to draw comparison between entities that elect different measurement attributes for similar assets and liabilities. The Company does not expect the adoption of SFAS No. 159 will have a material impact on its financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R (SFAS No. 141R), *Business Combinations*, which is a revision of SFAS No. 141, Business Combinations. This statement establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) New accounting pronouncements (Continued)

This new standard is effective prospectively to business combinations for which the acquisition date is on or after the beginning of the annual reporting period beginning on or after December 15, 2008. Early adoption is prohibited. The Company is currently evaluating the impact of the adoption of SFAS No. 141R on its consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 (SFAS No. 160), *Non-controlling Interests in Consolidated Financial Statements*. SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent s ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. This new standard is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company is currently evaluating the impact of the adoption of SFAS No. 160 on its consolidated financial statements.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161 (SFAS No. 161), *Disclosures about Derivative Instruments and Hedging Activities An Amendment of FASB Statement No. 133*. SFAS No. 161 requires enhanced disclosures on derivative and hedging activities by requiring objectives to be disclosed for using derivative instruments in terms of underlying risk and accounting designation. This statement requires disclosures on the need of using derivative instruments, accounting of derivative instruments and related hedged items, if any, under SFAS No. 133 and the effect of such instruments and related hedge items, if any, on the financial position, financial performance and cash flows. This new statement is effective for fiscal years beginning after November 15, 2008. The Company is currently evaluating the impact of the adoption of SFAS No. 161 on its consolidated financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162 (SFAS No. 162), *The Hierarchy of Generally Accepted Accounting Principles*. The new standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles for non-governmental entities. SFAS No. 162 is effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. The Company is currently evaluating the impact of the adoption of SFAS No. 162 on its consolidated financial statements.

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3. ACQUISITIONS

On January 1, 2005, the Company paid US$2,828 for new issuance of 3,900 common stock of Goldleaves International Limited (GIL), a company whose principal activities are the manufacturing and trading of rough and pre-formed gemstones, in which the Company had 20% equity interests and is classified as investment securities as of December 31, 2004. The Company then became the major stockholder holding 98% equity interest in GIL, which became a subsidiary of the Company. The directors of the Company consider such acquisition would enhance the Company by forward and backward vertical integration.

Details of the 78% share of identifiable assets and liabilities by the Company at the date of acquisition are as follows:

	As of January 1, 2005 US$
Net assets acquired:	
Property, plant and equipment	119
Trade receivables	490
Inventories	5,657
Other receivables	2,674
Cash and cash equivalents	122
Trade payables	(572)
Accrued expenses and other payables	(4,221)
	4,269
Negative goodwill arising from acquisition	(1,441)
Total consideration	2,828

None of the amount of goodwill is expected to be taxable or tax deductible.

Negative goodwill was arisen from the acquisition of GIL, US$150 of which was directly written off against the Company s share of properties, plants and equipments acquired. The remaining balance of US$1,291 was included in statement of operations for the year ended December 31, 2005 as an extraordinary item.

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4. OPERATING RISKS

(a) Concentrations of credit risks

Details of major customers from which the Company derived operating revenue are shown in note 18(a).

Credit risk represents the accounting loss that would be recognized at the reporting date if counterparties failed completely to perform as contracted. Concentrations of credit risk (whether on or off balance sheet) that arise from financial instruments exist for groups of customers or counterparties when there are similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The major concentration of credit risk arises from the Company s receivables. Even though the Company does have major customers, it does not consider itself to be exposed to significant credit risk with regards to collection of the related receivables. Historical losses have not been significant.

(b) Country risks

The Company may also be exposed to certain risks as a result of its manufacturing operation being located in the PRC and its properties held for lease in Hong Kong which are not typically associated with companies operating in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange. The Company s results may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things. The Company s management believe these risks not to be significant. There can be no assurance, however, that changes in political, social and other conditions will not result in any adverse impact.

(c) Cash and time deposits

The Company maintains majority of its cash balances and investments in time deposits with various banks and financial institutions in Hong Kong. In common with local practice, such amounts are not insured or otherwise protected should the financial institutions be unable to meet their liabilities. There has been no history of credit losses.

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5. INVENTORIES

Inventories consist of the following:

	As of December 31,	
	2007	2006
	US$	US$
Raw materials	**42,052**	44,001
Work-in-progress	**2,600**	2,417
Finished goods	**37,360**	22,333
	82,012	68,751

6. PROPERTIES HELD FOR LEASE, NET

The Company owns leasehold land and buildings in Hong Kong and leases them out for lease term of 2 years. Properties held for lease consists of the following:

	As of December 31,	
	2007	2006
	US$	US$
Leasehold land and buildings	**2,037**	2,037
Less: Accumulated depreciation	**(745)**	(691)
	1,292	1,346

The Company pledged all properties held for lease as collateral for general banking facilities granted to the Company as of December 31, 2007 and 2006 (see note 9).

The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	As of December 31,	
	2007	2006
	US$	US$
2007		88
2008	**74**	24
2009	**32**	
	106	112

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7. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consist of the following:

	As of December 31,	
	2007	2006
	US$	US$
Leasehold land and buildings	**2,405**	2,405
Leasehold improvement	**8,610**	6,591
Furniture, fixtures and equipment	**5,282**	5,342
Plant and machinery	**2,509**	2,264
Motor vehicles	**844**	945
	19,650	17,547
Less: Accumulated depreciation	**(11,190)**	(9,135)
	8,460	8,412

The Company pledged leasehold land and buildings with net book values of US$1,318 and US$1,385 as of December 31, 2007 and 2006 respectively as collateral for general banking facilities granted to the Company (see note 9).

8. GOODWILL, NET

As of December 31, 2007, goodwill is attributed to wholesale segment of the acquisition of a jewelry company in 2002.

	Year ended December 31,	
	2007	2006
	US$	US$
Carrying value, beginning of year	**1,521**	1,521
Impairment loss		
Carrying value, end of year	**1,521**	1,521

The Company conducts annual impairment tests. The testing included the determination of each reporting unit s fair value using the market multiples and discount cash flow analysis. No goodwill impairment charge was necessary for the year ended December 31, 2007. The accumulated amortization and impairment losses were US$869 and US$869 as of December 31, 2007 and 2006 respectively.

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9. BANKING FACILITIES AND OTHER LOANS

		As of December 31,	
		2007	2006
	Notes	**US$**	US$
Bank overdrafts	*(a)*	**2,977**	1,591
Notes payable:			
Current portion	*(b)*	**4,047**	3,987
Letters of credit, gold and others:			
Letters of credit	*(a)*	**12,108**	19,562
Factoring	*(a)*	**4,545**	2,782
Gold loan	*(c)*	**4,883**	11,079
		21,536	33,423

The Company s banking facilities are collateralized by leasehold land and buildings (see notes 6 and 7), restricted cash deposits, factored receivables, and personal guarantees of and properties owned by a director (see note 16(b)).

The material provisions of indentures relating to the Company s various banking facility agreements contain covenants pertaining to (i) maintenance of the tangible net worth of LJI and one of its subsidiaries amounting to US$50,000 and US$4,487 respectively; and (ii) cross-default provisions of the subsidiary in the event of default in aggregate of at least US$10,000 under separate loan facilities. In the event of default, the bank would at its discretion to cancel the facilities and demand immediate repayment of all principal, interest, fees and other amount outstanding.

(a) As of December 31, 2007, the Company had various revolving bank facilities of overdrafts, letters of credit and factoring facilities granted by banks, amounting to US$4,141, US$20,526 and US$18,431 respectively.

The bank overdrafts are denominated in Hong Kong dollars, bear interest at the floating commercial bank lending rates in Hong Kong, which ranged from 4.4% to 8% per annum as of December 31, 2007.

The factoring facilities granted are limited to the extent of accounts receivable collateralized to the banks.

Under the banking facilities arrangements, the Company is required to maintain certain cash balances and investment in capital guaranteed fund based on the amount of facilities granted. The cash balances are reflected as restricted cash in the balance sheet.

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9. BANKING FACILITIES AND OTHER LOANS (Continued)

(b) The Company also had term loans classified under notes payable which are related to the Company s leasehold land and buildings (see note 7). These loans aggregated to US$5,201 as of December 31, 2007. The expected maturities of these notes payable are within 1-5 years. Interest charges on these loans ranged from 5.6% to 8.8% per annum as of December 31, 2007.

(c) The Company had outstanding loans to purchase 11.15oz of gold as of December 31, 2007 with the related balances being US$4,883. These loans are due within the following year, however, have been historically renewed. These loans bear interest at 3.1% to 3.3% per annum as of December 31, 2007 and can be repaid in cash at the current exchange rate of gold any time prior to maturity.

The weighted average interest rate for the year ended December 31, 2007 and 2006 were 5.5% and 4.9% per annum respectively.

10. INCOME TAXES

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company is subject to income taxes on an entity basis on income arising in or derived from the tax jurisdiction in which it is domiciled and operates. Income tax expense comprises of the following:

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10. INCOME TAXES (Continued)

	Year ended December 31,		
	2007	2006	2005
	US$	US$	US$
Current taxes arising in foreign subsidiaries:			
For the year	**(1,525)**	(1,248)	(595)
Under provision in prior years	**(195)**	(72)	(77)
Total current tax	**(1,720)**	(1,320)	(672)
Deferred taxes arising in foreign subsidiaries:			
For the year	**9**	(83)	(67)
Income taxes expense	**(1,711)**	(1,403)	(739)

Reconciliation to the expected statutory tax rate in Hong Kong of 17.5% *(2006 and 2005: 17.5%)* is as follows:

	Year ended December 31,		
	2007	2006	2005
	%	%	%
Statutory rate	**17.5**	17.5	17.5
Tax effect of net operating losses	**43.8**	16.6	21.2
Non taxable profits, net	**(13.3)**	(14.4)	(21.7)
Others	**5.4**	1.0	2.3
Effective rate	**53.4**	20.7	19.3

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company s deferred tax assets and liabilities are as follows:

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10. INCOME TAXES (Continued)

	As of December 31,	
	2007	2006
	US$	US$
Deferred tax assets:		
Net operating loss	**4,957**	4,099
Depreciation	**61**	53
Others	**60**	58
	5,078	4,210
Valuation allowance	**(4,967)**	(4,099)
Total deferred tax assets	**111**	111
Deferred tax liabilities:		
Accelerated tax allowance	**(202)**	(237)
Others	**(137)**	(111)
Net deferred tax liabilities	**(339)**	(348)

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The increase in valuation allowance for the year ended December 31, 2007 was US$868; for December 31, 2006 and 2005, there were (decrease) increase in valuation allowance amounted to (US$1,049) and US$2,237 respectively.

Based on the history of the Company s profitability, management believes that it is more likely than not that the Company will realize the benefits of the deferred tax assets of US$111 and US$111, net of valuation allowances as of December 31, 2007 and 2006.

11. LEASE

The Company is obligated under capital leases covering certain motor vehicles and office equipment that expire at various dates during the next five years. At December 31, 2007 and 2006, the gross amount of motor vehicles and office equipment and related accumulated amortization recorded under capital leases were as follows:

	As of December 31,	
	2007	2006
	US$	US$
Motor vehicles	**493**	493
Furniture, fixtures and equipment	**19**	19
	512	512
Less accumulated amortization	**(245)**	(143)

	267	369

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11. LEASE (Continued)

Amortization of assets held under capital leases is included with depreciation expenses.

The Company leases certain of its office and factory premises under various operating leases which the rent payables are charged to statements of operations on a straight-line basis over the term of the relevant leases including any periods of free rent. In addition to the future minimum lease payments, the terms of the leases in respect of the retail shops in the PRC and Hong Kong provide for the payment of contingent rentals based on a percentage of sales in excess of a stipulated amount. Rental expenses for operating leases for the years ended December 31, 2007, 2006 and 2005 consisted of the following:

	Year ended December 31,		
	2007	2006	2005
	US$	US$	US$
Minimum rentals	**5,486**	3,222	1,166
Contingent rentals	**722**	105	22
Rental expenses	**6,208**	3,327	1,188

Future minimum capital lease payments under capitalized leases and non-cancellable operating leases are approximately as follows:

	As of December 31, 2007		As of December 31, 2006	
	Capitalized leases	**Operating leases**	Capitalized leases	Operating leases
	US$	**US$**	US$	US$
2007			110	2,584
2008	**106**	**1,838**	106	1,741
2009	**87**	**913**	87	360
2010	**85**	**417**	106	
Thereafter	**21**	**131**		
Total future minimum lease payments	**299**	**3,299**	409	4,685
Less: Amount representing interest (at rates ranging from 0% to 4.95%)	**(26)**		(53)	
Present value of net minimum capital lease payments	**273**		356	
Less current instatements of obligations under capital leases	**(92)**		(94)	
Obligations under capital leases, excluding current instalments	**181**		262	

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11. LEASE (Continued)

The Company leases certain of its office and quarters from related party with two years lease terms expiring in 2008 and 2009. Rental expenses for operating leases paid to related party are included in the data presented above. Total rent expense associated with these leases was US$245, US$227 and US$150 for the years ended December 31, 2007, 2006 and 2005 respectively.

12. COMMITMENTS AND CONTINGENCIES

(a) Commitments

As of December 31, 2007, the Company had capital expenditure commitments of US$9.

(b) Contingencies

As of December 31, 2007, 2006 and 2005, the Company provided guarantee in respect of bank mortgage loans granted to a director, Mr. Yih Yu Chuan to the extent of US$79, US$158 and US$237 respectively.

(c) Legal Proceedings

Securities Litigation. In September 2007, several shareholder class actions were filed in the United States District Court for the Central District of California against the Company and certain officers and directors of the Company, entitled *Apple v. LJ International Inc., et al. (No. 07-06076), Cooper v. LJ International, Inc., et al. (No. 07/06213),* and *Lieben v. LJ International Inc., et. al. (No. 07-06216)*. On February 8, 2008, the judge to whom the cases were referred consolidated the cases and appointed lead plaintiff and lead counsel. On April 8, 2008, the lead plaintiff filed an amended and consolidated complaint (the Complaint .)

The Complaint alleges that the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. It seeks an unspecified amount of damages on behalf of all persons who purchased LJ common stock during the period from February 15, 2007, to September 6, 2007 (the Class Period). The Complaint alleges that the Company s February 15, 2007 press release, which provided financial guidance for the Company s fourth quarter and year-end 2006 net income and earnings, contained materially false and misleading statements. Specifically, paragraph 10 of the Complaint alleges that the press release failed to disclose known uncertainties, such as applicable tax provisions, that had material, adverse effects on LJ s 2006 fourth quarter and full year earnings and net income. The Complaint alleges that the defendants overstated the Company s fiscal 2006 financial results, and thereby artificially inflated the market price of LJ s common stock throughout the Class Period.

On May 27, 2008, the Company (the only defendant served with the Complaint) moved to dismiss the Complaint pursuant to Rule 12(b) of the Federal Rules of Civil Procedure.

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12. COMMITMENTS AND CONTINGENCIES (Continued)

(c) Legal proceedings (Continued)

At this time, the Company is unable to form a professional judgment as to whether unfavorable outcomes are either probable or remote.

Derivative Litigation. Two purported shareholder derivative lawsuits, *Vaughn v. Yih, et al. (Los Angeles Superior Court No. BC 378903)* and *Cooke v. Yih, et al. (Los Angeles Superior Court No. BC 380214)*, were filed in California in Los Angeles County Superior Court on October 10 and November 5, 2007, respectively.

The complaints in the derivative actions allege, among other things, that various officers and directors of the Company caused the Company to issue a series of press releases, Securities and Exchange Commission filings, and other statements that significantly overstated the Company s business prospects and financial results. They further allege that, as a result of these statements, the Company s share price traded at artificially inflated levels, and that defendants actions led to a delay in the release of the Company s financial statements for the fiscal fourth quarter of 2006 and the fiscal first quarter of 2007. The plaintiffs purport to state causes of action for breach of fiduciary duty, waste of corporate assets, and unjust enrichment. By their complaints, they seek among other relief, unspecified damages to be paid to the Company, corporate governance reforms, and equitable and injunctive relief, including restitution and the creation of a constructive trust.

On May 9, 2009, the court in the *Vaughn* action sustained the defendants demurrer without leave to amend on the ground that the plaintiff failed to obtain the required leave from the High Court of the British Virgin Islands to file the derivative action. The *Vaughn* action was dismissed pursuant to the order sustaining the demurrer. On May 15, 2008, the plaintiff filed a notice of appeal from the order of dismissal.

In May 2008, the *Cooke* action was reassigned to the same judge that presided over the *Vaughn* action. The Company anticipates that the court will set a status conference in due course.

At this time, the Company is unable to form a professional judgment as to whether unfavorable outcomes are either probable or remote.

Shao v. Yih, et al. On October 28, 2007, the former chief executive officer of Lorenzo USA, Inc. (a wholly-owned subsidiary of LJ), sued LJ, Lorenzo USA, Inc., and LJ s Chief Executive Officer Yu Chuan Yih in Los Angeles Superior Court, *Shao v, Yih, et al.*, Case No. BC379851. The plaintiff claimed that the defendants wrongfully refused to honor his valid exercise of options for the purchase of LJ stock. On April 25, 2008, the parties agreed to settle the dispute at mediation. A Request for Dismissal was filed in May 2008.

Besides the above-mentioned legal proceedings, the Company is exposed to certain asserted and unasserted potential claims. There can be no assurance that, with respect to potential claims made against the Company, the Company could resolve such claims under terms and conditions that would not have a material adverse effect on its business, its liquidity or financial results. Periodically, the Company reviews the status of each significant matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and a range of possible losses can be estimated, the Company then accrues a liability for the estimated loss. Any liability for estimated loss is based on the criteria in SFAS No. 5, Accounting for Contingencies . Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, the Company reassesses the potential liability related to pending claims and litigation and may revise estimate. Presently, no accrual has been estimated under SFAS No. 5 for potential losses that may or may not arise from the current lawsuits in which the Company is involved. Accruals include billings for legal services performed to date and expected to be performed in the future in connection with the matters described above.

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13. COMMON STOCK AND WARRANTS OTHER THAN STOCK-BASED COMPENSATION

(a) Common stock

(i) In September 2004, the Company completed a private placement of 1,614,082 shares of common stock and 484,221 warrants (note 13(b)(i)) at a price of US$2.20 per share. The Company sold all of the shares and the placement raised US$2,746 after underwriting discounts and placement costs.

(ii) During the year ended December 31, 2005, warrants to purchase 54,545 shares of common stock (note 13(b)) and 3,162,000 stock options (note 15(a)) were exercised. A total of 3,216,545 shares of common stock of the Company were issued accordingly.

(iii) In September 2006, the Company entered into a securities purchase agreement with certain institutional investors for the issuance of shares of common stock and warrants to purchase shares of common stock. The Company sold to the investors an aggregate of 1,466,668 units at a purchase price of $3.75 per unit, each unit consisting of one share of common stock and a short-term warrant and a long-term warrant (note 13(b)(ii)).

(iv) During the year ended December 31, 2006, warrants to purchase 500,000 shares of common stock (note 15(b)(ii)) and 1,489,500 stock options (note 15(a)) were exercised. A total of 1,989,500 shares of common stock of the Company were issued accordingly.

(v) During the year ended December 31, 2007 warrants to purchase 562,801 shares of common stock (note 13(b)) and 1,897,000 stock options (note 15(a)) were exercised. A total of 2,459,801 shares of common stock of the Company were issued accordingly.

As of December 31, 2007, the Company had 21,437,172 shares of common stock issued.

(b) Warrants other than stock-based compensation

	As of December 31,		
	2007	2006	2005
	Number of warrants	Number of warrants	Number of warrants
Outstanding, beginning of year	**1,062,586**	429,676	2,361,721
Granted		632,910	
Exercised	**(562,801)**		(54,545)
Expired			(1,877,500)
Outstanding, end of year	**499,785**	1,062,586	429,676

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13. COMMON STOCK AND WARRANTS OTHER THAN STOCK-BASED COMPENSATION (Continued)

(b) Warrants other than stock-based compensation (Continued)

The following table shows the warrants outstanding as of December 31, 2007.

Date of grant	*Notes*	**Number of warrants outstanding**	**Exercise price**	**Expiration date**
September 1, 2004	*(i)*	**170,451**	US$2.98	September 3, 2009
September 25, 2006	*(ii)*	**329.334**	US$4.50	March 25, 2012
September 25, 2006	*(ii)*		US$4.221	February 5, 2007

(i) On September 1, 2004, the Company issued warrants for the investors of a private placement to purchase 484,221 shares of the Company s common stock at an exercise price of US$2.98 per share with an expiration date of September 3, 2009.

(ii) On September 25, 2006, the Company issued long-term and short-term warrants to the investors of a private placement. The long-term warrants represent a five-year option to purchase in the aggregate up to 366,668 shares of common stock at $4.50 per share at any time during the period from March 25, 2007 until March 25, 2012, and the short-term warrants represent an option to purchase in the aggregate up to 236,909 shares of common stock at $4.221 per share at any time during the period from September 25, 2006 until February 5, 2007.

The Company has also issued warrants to the placement agent of the private placement to purchase 29,333 shares of the Company. The warrants issued to the placement agent are identical to the long-term warrants.

The fair value of warrants was valued using the Black Scholes option valuation model with resulting allocation of the aggregate proceeds from private placement between common stock and the underlying warrants, and which have been included in the additional paid-in capital.

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14. EMPLOYEE RETIREMENT BENEFIT PLANS

Following the introduction of the Mandatory Provident Fund (MPF) legislation in Hong Kong, the Company has participated in the defined contribution mandatory provident fund since December 1, 2000. Both the Company and its employees in Hong Kong make monthly contributions to the fund at 5% of the employees earnings as defined under Mandatory Provident Fund legislation. The 5% monthly contribution of the Company and the employees are subject to a cap of US$0.128 per month and thereafter contributions are voluntary. When employees leave the MPF scheme prior to vesting fully in voluntary contributions, the contributions payable by the Company are reduced by the amount of forfeited contributions.

The amount of forfeitures in respect of the MPF scheme, which was available to reduce the Company s contribution payable, for the year ended December 31, 2007, 2006 and 2005 was US$27, US$Nil and US$Nil, respectively.

The full-time employees of the PRC subsidiaries are entitled to staff welfare benefits, including medical care, welfare subsidies, unemployment insurance and pension benefits. These companies are required to accrue for these benefits based on certain percentages of the employees salaries in accordance with the relevant regulations, and to make contributions to the state-sponsored pension and medical plans out of the amounts accrued for medical and pension benefits. The state-sponsored retirement plan was responsible for the entire pension obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

The Company has adopted Profit Sharing Plan and Trust (Profit Sharing Plan) for the benefit of substantially all employees in the US that satisfied the age and service requirements. The Company s contributions are determined according to a discretionary formula in an amount determined each year by the management and will be allocated to each Qualifying Participant s individual account using the pro rata formula. No profit sharing expense made during all financial periods since its adoption.

Contributions paid and payable by the Company in respect of the employee retirement benefit plans charged to the consolidated statement of operations were US$1,505, US$1,317 and US$831 for the years ended December 31, 2007, 2006 and 2005 respectively.

15. STOCK-BASED COMPENSATION

(a) Stock incentive plan

On June 1, 1998, the Company adopted a stock option plan (The 1998 Plan) which was approved by the shareholders on December 9, 1998. The 1998 Plan allows the Board of Directors, or a committee thereof at the Board s discretion, to provide for a total of 2,000,000 stock options to officers, directors, key employees and advisors of the Company.

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15. STOCK-BASED COMPENSATION (Continued)

(a) Stock incentive plan (Continued)

Out of the stock options provided, 1,285,000 stock options were issued in accordance with the terms of the 1998 Plan on April 12, 1999 to certain officers, directors, key employees and advisors of the Company at an exercise price of US$5.0 per share (the fair market value of the common stock as of April 12, 1999) and are exercisable during the period from April 12, 1999 to April 11, 2009.

Pursuant to the 1999 Annual Meeting of the Shareholders on December 15, 1999, the authorized number of stock options was increased from 2,000,000 to 4,000,000. The purchase price of the shares of the Common Stock covered by the 1998 Plan shall be at least 100% of the fair market value per share of such shares on the date of grant, with a term of ten years.

On July 1, 2003, the Company adopted the second stock plan (The 2003 Plan) which was approved by the shareholders on December 5, 2003. The 2003 Plan allows the Board of Directors, or a committee thereof at the Board s discretion, to provide for a total of 4,000,000 stock options to officers, directors, key employees and advisors of the Company. The purchase price of the shares of the Common Stock covered by The 2003 Plan could be less than, equal to or greater than 100% of the fair market value of the Common Stock at the time of grant, with a term of ten years.

On July 1, 2005, the Company adopted and approved the third stock plan (The 2005 Plan) which was approved by the shareholders on September 26, 2005. The Company believes that a new plan is necessary since there are only a minimal number of options remaining under The 1998 Plan and 2003 Plan. The Company believes that the grant of stock options is accomplishing its purposes, which is to promote the Company and the shareholders interests by providing key employees with an opportunity to acquire a proprietary interest in the Company and to develop a stronger incentive to put forth maximum effort for the Company continued success and growth. In addition, the opportunity to acquire a propriety interest in the Company aids the Company in attracting and retaining key personnel of outstanding ability.

Options granted under The 2005 Plan will constitute either incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended, or options which constitute nonqualified options at the time of issuance of such options. The 2005 Plan provides that incentive stock options and/or nonqualified stock options may be granted to our officers, directors, employees and advisors selected by the compensation committee. A total of 4,000,000 shares of common stock are authorized and reserved for issuance during the term of The 2005 Plan, which expires in June 2015. The compensation committee has the sole authority to interpret The 2005 Plan and make all determinations necessary or advisable for administering The 2005 Plan. The exercise price for any incentive option and nonqualified option may be less than, equal to or greater than 100% and 110% respectively of the fair market value of the shares as of the date of grant.

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15. STOCK-BASED COMPENSATION (Continued)

(a) Stock incentive plan (Continued)

Upon the exercise of the option, the exercise price must be paid in full either in cash, shares of the Company s stock or combination. If any option is not exercised for any reason, such shares shall again become available for the purposes of The 2005 Plan. As of December 31, 2007, 1,500,000 options had been granted under The 2005 Plan.

The stock options activities and related information are summarized as follows:

	Year ended December 31, 2007		Year ended December 31, 2006		Year ended December 31, 2005	
	Options	**Weighted average exercise price US$**	Options	Weighted average exercise Price US$	Options	Weighted average exercise price US$
Outstanding, beginning of year	**1,821,000**	**2.06**	3,310,500	2.04	3,759,000	2.02
Granted	**1,500,000**	**5.14**			3,113,500	2.44
Exercised (note 13(a)(v))	**(1,897,000)**	**4.48**	(1,489,500)	2.02	(3,162,000)	2.40
Cancelled					(400,000)	2.18
Outstanding, end of year	**1,424,000**	**2.07**	1,821,000	2.06	3,310,500	2.04
Exercise price less than the market price on date of grant	**150,000**	**2.00**	150,000	2.00	150,000	2.00
Exercise price equals to market price on date of grant	**404,000**	**2.00**	409,000	2.00	701,000	2.00
Exercise price exceeds to market price on date of grant	**870,000**	**2.12**	1,262,000	2.08	2,459,500	2.05
	1,424,000	**2.07**	1,821,000	2.06	3,310,500	2.04
Range of exercise price						
- US$2.00	**1,010,500**	**2.00**	1,407,500	2.00	2,797,000	2.00
- US$2.25	**413,500**	**2.25**	413,500	2.25	513,500	2.25
	1,424,000	**2.07**	1,821,000	2.06	3,310,500	2.04
Exercisable, end of year						
- exercise price at US$2.00	**963,625**	**2.00**	1,041,125	2.00	2,093,125	2.00
- exercise price at US$2.25	**413,500**	**2.25**	413,500	2.25	513,500	2.25

	1,377,125	**2.08**	1,454,625	2.07	2,606,625	2.05
Weighted average remaining contractual life						
- exercise price at US$2.00	**3.32 years**		4.87 years		6.09 years	
- exercise price at US$2.25	**0.33 year**		1.33 years		2.33 years	

All options issued, other than 46,875 options, are immediately exercisable as of December 31, 2007. The 46,875 options are issued and outstanding but only vest in 2008.

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15. STOCK-BASED COMPENSATION (Continued)

(b) Warrants

(i) On August 16, 2001, the Company issued to an agent warrants to purchase 200,000 shares of common stock of the Company at US$3.00 per share exercisable through August 15, 2006 in consideration for consultancy services and which have been expired as of December 31, 2006.

(ii) Pursuant to a media relation services agreement dated April 5, 2005, the Company issued to a consultant warrants to purchase 50,000 shares, 150,000 shares, 150,000 shares, 100,000 shares and 50,000 shares of common stock of the Company at US$2.80, US$3.00, US$3.50, US$4.00 and US$4.50 respectively per share exercisable through April 4, 2008. These warrants were exercised during the year ended December 31, 2006 and 500,000 shares of common stock were issued accordingly.

(iii) In connection with private placement to investors completed in September 2006, the Company issued to a consultant warrants to purchase 29,333 shares of common stock of the Company at US$4.50 per share exercisable through March 25, 2012.

Save as disclosed above, none of the warrants as aforesaid was exercised for the three years ended December 31, 2007, 2006 and 2005. The costs associated with these transactions are accounted for based on fair value of the warrants on the date of grant.

The fair value of warrants granted during the years ended December 31, 2006 and December 31, 2005 was estimated as US$47 and US$472 respectively by using the Black-Scholes option pricing model with the following weighted-average assumptions:

	Year ended December 31, 2006	Year ended December 31, 2005
Expected dividend yield		
Expected stock price volatility	42.5%	61%
Risk-free interest rate	4.67%	3.91%
Expected life of warrants	5.5 years	3 years

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16. RELATED PARTY TRANSACTIONS

(a) Names and relationship of related parties:

	Existing relationships with the Company
Yih Yu Chuan	Director and major beneficial shareholder of the Company
Tanzanite (H.K.) Limited	Common directors
Osorio Mendes Quintino Neto	Minor shareholder and former director of a subsidiary of the Company
Andrew N. Bernstein	Non-executive director

(b) Summary of balances with related parties:

		As of December 31,	
		2007	2006
	Note	**US$**	US$
Due from related parties:			
Tanzanite (H.K.) Limited	*(i)*		21
Due to a related party:			
Osorio Mendes Quintino Neto	*(i)*		15
Certain banking facilities granted to the Company collateralized by properties owned by Yih Yu Chuan and his personal guarantee to the extent of		**14,708**	23,161
Guarantee to a bank in respect of mortgage loan granted to Yih Yu Chuan		**79**	158

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16. RELATED PARTY TRANSACTIONS (Continued)

(c) Summary of related party transactions:

	Year ended December 31,		
	2007	2006	2005
	US$	US$	US$
Sales:			
- to Osorio Mendes Quintino Neto		940	
Expenses:			
Rental expense to Tanzanite (H.K.) Limited	**245**	227	150
Consultant fee to Osorio Mendes Quintino Neto	**75**	180	135
Legal fee and director s fee to Andrew N. Bernstein	**155**	116	80
	475	523	365

The Company leases certain of its office and quarter from the related party. The leases are for two years term expiring in 2008 and 2009. The Company may terminate these tenancies at any time after the expiration of the first 12 months after the commencement of the term of tenancy, by giving the landlord no less than two months prior notice.

(i) The amounts due from/ to related parties represent unsecured advances which are interest-free and repayable on demand.

17. SEGMENT INFORMATION

The Company has adopted SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information , which establishes annual reporting standards for enterprise business segments and related disclosures about its products and services, geographic areas and major customers. SFAS No. 131 defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company evaluates segment performance and allocates resources based on several factors of which the primary financial measures are revenues from external customers and operating income. As a result, the Company considers that it has two operating segments, (i) manufacture and wholesale of jewelry products, and (ii) retail of jewelry products.

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17. SEGMENT INFORMATION (Continued)

Contributions of the major activities, profitability information and asset information are summarized below:

	Manufacture and wholesale	Retail	Corporate	Total
	US$	US$	US$	US$
Year ended December 31, 2007				
Segment revenue from external customers	117,689	34,348		152,037
Income (loss) from operations	7,090	1,017	(2,076)	6,031
Interest income	265	6	2	273
Interest expenses	(3,103)			(3,103)
Income before income taxes and minority interests	4,252	1,023	(2,074)	3,201
Incomes taxes	(1,015)	(696)		(1,711)
Minority interests in consolidated subsidiaries	(1)			(1)
Net income	3,236	327	(2,074)	1,489
Significant non-cash items:				
-Depreciation	1,995	1,100		3,095
-Minority interests	1			1
-Stock-based compensation cost	25	162	300	487
Segment assets	97,715	36,429		134,144
Total expenditures for additions to long-lived assets	1,162	1,977		3,139
Depreciation and amortization	1,995	1,100		3,095

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17. SEGMENT INFORMATION (Continued)

	Manufacture and wholesale	Retail	Corporate	Total
	US$	US$	US$	US$
Year ended December 31, 2006				
Segment revenue from external customers	108,679	15,112		123,791
Income (loss) from operations	10,514	1,456	(2,228)	9,742
Interest income	277	1	4	282
Interest expenses	(3,258)			(3,258)
Income before income taxes and minority interests	7,533	1,457	(2,224)	6,766
Incomes taxes	(682)	(721)		(1,403)
Minority interests in consolidated subsidiaries	(38)			(38)
Net income	6,813	736	(2,224)	5,325
Significant non-cash items:				
-Depreciation	1,425	614		2,039
-Minority interests	38			38
-Stock-based compensation cost	89		281	370
Segment assets	103,220	21,302		124,522
Total expenditures for additions to long-lived assets	3,078	1,105		4,183
Depreciation and amortization	1,425	614		2,039

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17. SEGMENT INFORMATION (Continued)

	Manufacture and wholesale US$	Retail US$	Corporate US$	Total US$
Year ended December 31, 2005				
Segment revenue from external customers	97,145	2,501		99,646
Income (loss) from operations	8,808	(1,847)	(1,290)	5,671
Interest income	139			139
Interest expenses	(1,991)			(1,991)
Income before income taxes, minority interests and extraordinary item	6,956	(1,847)	(1,290)	3,819
Incomes taxes	(739)			(739)
Minority interests in consolidated subsidiaries	(20)			(20)
Extraordinary gain on negative goodwill	1,291			1,291
Net income	7,488	(1,847)	(1,290)	4,351
Significant non-cash items:				
-Depreciation	1,154	214		1,368
-Extraordinary (gain) on negative goodwill	(1,291)			(1,291)
-Minority interests	20			20
-Stock-based compensation cost			136	136
Segment assets	101,260	6,970		108,230
Total expenditures for additions to long-lived assets	1,864	1,005		2,869
Depreciation and amortization	1,154	214		1,368

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17. SEGMENT INFORMATION (Continued)

(a) Geographical areas:

The following summarizes the Company s revenue from the following geographic areas (based on the location of the customer).

	Year ended December 31,		
	2007	2006	2005
	US$	US$	US$
Revenue from external customers:			
US & Canada	**80,572**	76,889	67,780
Europe and other countries	**32,597**	24,452	20,527
Japan	**2,206**	2,454	3,686
PRC (including Hong Kong and Macau)	**36,662**	19,996	7,653
	152,037	123,791	99,646

	As of December 31,	
	2007	2006
	US$	US$
Carrying amount of long-lived assets:		
Hong Kong	**5,117**	5,485
PRC	**4,600**	4,163
US	**35**	110
Total long-lived assets (excluding goodwill)	**9,752**	9,758
Reconciling items:		
Others	**124,392**	114,764
Total consolidated assets	**134,144**	124,522

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18. SIGNIFICANT CONCENTRATIONS AND RISKS

(a) Revenue concentrations

The Company derived operating revenue from the following major customers, which accounted for over 10% of operating revenue.

	Year ended December 31, 2007		Year ended December 31, 2006		Year ended December 31, 2005	
	US$	**%**	US$	%	US$	%
Customer A	**14,840**	**10**	9,894	8	5,975	6
Customer B	**11,993**	**8**	12,700	10	10,772	11
Customer C	**8,564**	**6**	10,334	8	13,093	13

Trade receivables related to these major customers were US$398, US$1,455 and US$1,569 as of December 31, 2007 respectively and US$204, US$1,397 and US$1,247 as of December 31, 2006 respectively.

(b) Dependence on suppliers

Gold is the major raw material used in the production of the Company s jewelry products. The Company purchased gold from banks, gold refiners and commodity dealers who supplied substantially all of the Company s gold needs, which the Company believed was sufficient to meet its requirement.

The major suppliers of gold accounted 10% or more of total purchases:

	Year ended December 31, 2007		Year ended December 31, 2006		Year ended December 31, 2005	
	US$	**%**	US$	%	US$	%
Supplier A	**25,841**	**26**	367	1	*	
Supplier B	**11,348**	**11**	30,150	37	18,031	25
Supplier C	**1,048**	**1**	3,425	4	9,656	14

* New supplier since 2006

Trade payables related to these major suppliers were US$187 and US$9 as of December 31, 2007 and 2006 respectively.

19. RECLASSIFICATIONS

Certain prior year amounts have been reclassified to confirm to the current year presentation.

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Schedule II Valuation and Qualifying Accounts
(in thousands)

Sales return reserves	
Balance at December 31, 2004	$ 524
Charges to operations	8,154
Deductions	(6,474)
Balance at December 31, 2005	2,204
Charges to operations	8,581
Deductions	(8,348)
Balance at December 31, 2006	2,437
Charges to operations	9,464
Deductions	(10,348)
Balance at December 31, 2007	1,553

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ITEM 19. EXHIBITS

The following exhibits are being filed as part of this Annual Report on Form 20-F:

1.1	Memorandum of Association of the Company*
1.2	Articles of Association of the Company*
1.3	Amendment to Articles of Association of the Company*
4.1	Employment Agreement of Yu Chuan Yih with the Registrant**
8.1	List of Significant Subsidiaries of the Company
11.1	Code of Ethics***
12.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)
12.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)
13.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350
13.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350

* Incorporated by reference to the Exhibits to our Registration Statement on Form F-1 and pre-effective and post-effective amendments thereto, SEC File No. 333-7912, declared effective on April 15, 1998.

** Incorporated by reference to the Exhibits to our Annual Report on Form 20-F for the fiscal year ended December 31, 2006.

*** Incorporated by reference to the Exhibits to our Annual Report on Form 20-F for the fiscal year ended December 31, 2003.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

LJ INTERNATIONAL INC.
(Registrant)

Date: June 27, 2008

By: /s/ YU CHUAN YIH
Yu Chuan Yih
Chairman

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
1.1	Memorandum of Association of the Company*
1.2	Articles of Association of the Company*
1.3	Amendment to Articles of Association of the Company*
4.1	Employment Agreement of Yu Chuan Yih with the Registrant**
8.1	List of Significant Subsidiaries of the Company
11.1	Code of Ethics***
12.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)
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