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JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2008/2009

二〇〇八 / 二〇〇九年年報

STOCK CODE 股份代號 : 647

JOYCE

More than three decades have seemingly flown by since JOYCE first opened its doors in Hong Kong – in terms of fashion and decorative currents, a decidedly different city in early 1970s. We are proud of the unique contribution which JOYCE has made to the development of local and regional sensibilities and our role in shaping one of the world's leading retail capitals. With the support of our shareholders, employees and partners, we remain committed to building on these accomplishments.



BOARD OF DIRECTORS

Mr. Stephen T. H. Ng (*Chairman*)
Mr. Antonio Chan*
Ms. Doreen Y. F. Lee
Mr. Eric F. C. Li*
Mr. Eric K. K. Lo*
Mr. Paul Y. C. Tsui

* *Independent Non-executive Directors*

SECRETARY

Mr. Wilson W. S. Chan, *FCIS*

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL OFFICE IN HONG KONG

First Floor, Joyce Building
38 Wong Chuk Hang Road
Hong Kong

PRINCIPAL REGISTRARS

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

REGISTRARS IN HONG KONG

Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation
Limited
Hang Seng Bank Limited

AUDITOR

PricewaterhouseCoopers,
Certified Public Accountants



OVERVIEW AND PROSPECTS

The Group's performance for the year ended 31 March 2009 was consistent with that of Hong Kong's and China's specialty retailing sector in view of the still-unfolding global financial crisis and its impact on local consumer sentiment.

Net profit attributable to Shareholders was HK\$3.1 million (2008: HK\$52.1 million). Earnings per share were 0.2 cents (2008: 3.2 cents).

Group turnover for the year was HK\$979.9 million (2008: HK\$927.1 million), for a year-on-year increase of 5.7%. Hong Kong operations grew by 0.2%, primarily due to deterioration of trading conditions as well as the scheduled closure of under-performing stores. On the other hand, mainland China operations grew by a satisfactory 54.3%.

Gross profit margins dropped by 5.3 percentage points, a result of extensive sales promotions to reduce stock levels and to counter competition in the luxury sector of the retail market.

The current adverse conditions have challenged the Group to develop strategies and take measures to contain costs and significantly improve efficiency, without diminishing our commitment to customers and partners, and we are rising to this challenge. We are also taking a fresh look at our strongest assets, the most important being the multi-label JOYCE store model together with our strategic franchise partner operations, and directing resources towards their further development.

In order to contain costs, we are enforcing stringent controls on overheads, carefully managing headcount and salaries, taking a cautious approach to purchasing and stock-holding, and wherever possible negotiating improved terms with landlords and vendors. These sustained efforts are proving successful. Despite a 0.3 percentage point increase, to 23.2%, in the ratio of premises costs to sales due to a number of lease commitments signed when retail rent levels were comparatively high, the overall ratio of operating overheads to sales was reduced this past year.

We are enhancing our merchandise mix and pruning weaker performing labels, while strengthening our position in the market and our relationships with key partners, to improve the general health of our retail operation. At the same time, we clearly recognise the enduring strength and adaptability of the multi-label JOYCE store model, and the high productivity and highly attractive growth potential of the JOYCE Beauty portfolio, and we plan to invest strategically in both. These various measures will position us to ride out the economic downturn, the full impact of which is perhaps yet to be felt in the coming year.

In line with the outlook given at the time of our interim results, the outlook for the retail market in the coming financial year will continue to be challenging due to the unresolved global economic crisis, and continue to negatively affect consumer sentiment. As a result, the luxury retail sector is likely to remain stagnant.

BUSINESS REVIEW

At the financial year-end, the Group operated a total of 63 shops (2008: 63 shops), comprising three multi-label JOYCE stores, 23 mono-brand shops and five JOYCE Beauty outlets in Hong Kong, nine Marni shops in Hong Kong and Taiwan under the joint venture business with Marni International S.A., and 23 shops in mainland China including 17 directly operated shops and six sub-franchised Etro shops.

Hong Kong

Two new Boss stores, totalling approximately 4,400 square feet, were opened during the first quarter of the financial year: a Boss shop at the Lee Gardens Two mall in Causeway Bay and a Boss Orange shop at the Harbour City complex in Tsim Sha Tsui.

A two-level, 2,700 square-foot DSquared² store – the brand's first freestanding store in Hong Kong – was opened on fashionable On Lan Street in Central in September 2008, incorporating signature features of the Milan flagship store. Dean and Dan Caten, the brand's founding designers, attended a gala fashion show for the DSquared² collections in October 2008 in conjunction with the store's opening.

Turnover at the Group's Hong Kong retail operations represented 84.9% of Group turnover (2008: 89.6%). The Hong Kong retail operations continued to be the main profit contributor of the Group. The three multi-label JOYCE stores achieved an 8% growth in turnover despite adverse market conditions.

Mainland China

The Group's direct retail network in mainland China comprises 17 directly-operated shops and six sub-franchised Etro shops in major cities including Shanghai, Beijing, Chengdu, Hangzhou, Qingdao, Harbin, Shenyang and Dalian.

The 8,000 square-foot multi-label JOYCE flagship store at Shanghai's Plaza 66 complex on Nan Jing Xi Road performed well and to expectations in its second year of operation, with turnover up by 81%. The mainland's first JOYCE Warehouse store, 2,500 square feet in area, opened in Shanghai's up-and-coming Changning district in July 2008 and is performing well.

Two key China franchises, Anna Sui and Etro, were expanded during the year. Two Anna Sui shops were opened – a 1,200 square-foot boutique at the Sunshine Department Store in Qingdao and a 1,200 square-foot boutique at Dalian Times Square in Dalian, bringing the total number of Anna Sui outlets operated by the Group in mainland China to eight. Two sub-franchised Etro shops were opened – a 1,200 square-foot boutique in Shenyang and a 1,500 square-foot boutique in Harbin, bringing the total number of sub-franchised Etro outlets in China to six in addition to the Group's two directly-operated Etro shops.

The China division reported an operating loss of HK\$33.5 million (2008: HK\$15.7 million), including a provision for a HK\$9.2 million impairment loss for fixed assets related to under-performing shops. Turnover at the Group's China operations represented 15.0% of Group turnover (2008: 10.3%). These results are in line with management's performance targets as the China operations progress through their early stages of development.

Joint Venture Business with Marni International S.A.

On 1 April 2008, Marni International S.A. increased its shareholding in the joint venture business from 50% to 51% and took over its management. The joint venture business operates nine Marni boutiques in Hong Kong and Taiwan. Business has been particularly affected by the economic downturn, with turnover and margins declining sharply during the year, contributing a sharply reduced profit to the Group of HK\$0.4 million (2008: HK\$11.1 million).

Marketing

Marketing activities were strategically conducted throughout the year to boost visibility for new stores and to maximize store traffic for the seasonal collections. The marketing calendar included special events as well as regular private previews for preferred customers.

In April 2008, an in-store fashion show at the Central JOYCE store was staged for the Christopher Kane label, with the designer present.

In October 2008, a gala party and fashion show modeling the DSquared² Fall/Winter men's and women's collections, in conjunction with the opening of Hong Kong's first DSquared² store, was staged at the Shaw Studios sound stages complex. The event was headlined by the label's founders Dean and Dan Caten and attended by 600 VIPs, celebrities, the fashion and lifestyle media and A-list JOYCE customers.

Several in-store events were also held in November and December 2008. JOYCE Beauty customers were invited to the launch of Six Scents fragrances at the Central JOYCE store and JOYCE customers were invited to the launch of Converse Limited Edition footwear at the JOYCE store at Pacific Place.

The major marketing event of Spring/Summer 2009 was an innovative series of in-store exhibitions and events, promoting the Spring/Summer multi-label collections, held at the three JOYCE stores in Hong Kong over the course of several weeks in March and April 2009. Entitled "Dream Bigger, Live Harder, Love Deeper", the program brought together leading international names in fashion, style and art from Europe, North America and Asia, showcasing artworks and installations alongside the new season's fashions and accessories. The events included an invitation-only afternoon with the renowned Parisian stylist Catherine Baba, a book signing by the London fashion illustrator David Downton and an invitation-only evening with the London DJ and runway music composer Matthew Stone.

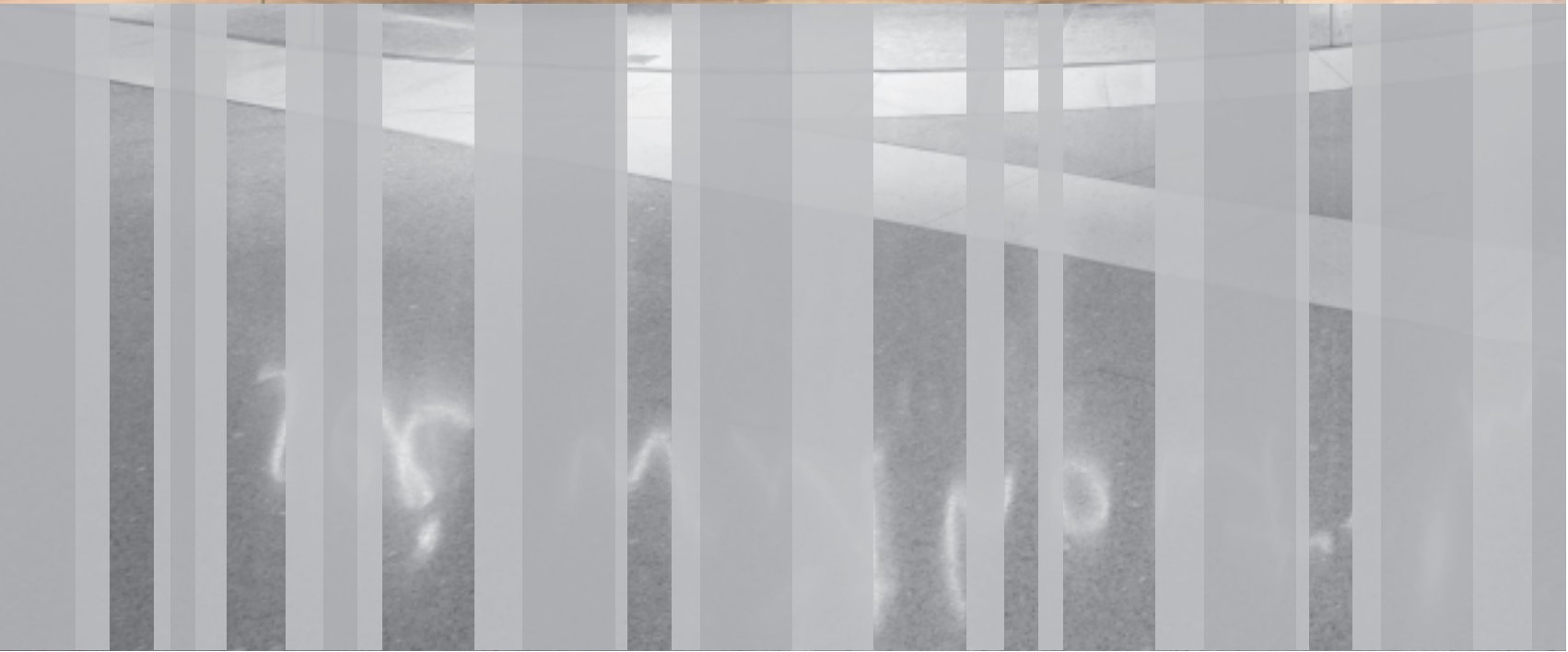
FINAL DIVIDEND

In view of the Group's financial results for one of the most challenging years in memory, and the uncertain economic outlook, the Board does not recommend the payment of a final dividend for the financial year.

In closing, we wish to express the Board's gratitude to the Group's managers, partners and other stakeholders for their continuing commitment to JOYCE, and above all, to our employees for their steadfast support, professional excellence and proud stewardship of the JOYCE brand.

Stephen T. H. Ng
Chairman

17 June 2009





Disclosure of Further Corporate Information

Set out below is information disclosed pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”):

(A) MANAGEMENT DISCUSSION AND ANALYSIS

(1) Business Review

An analysis on the Group’s business for the year under review is given in the Chairman’s Statement under the section headed “Business Review”.

(2) Financial Review

(i) Review of 2008/09 Results

The Group recorded a 5.7% increase in turnover to HK\$979.9 million for the year ended 31 March 2009 (2008: HK\$927.1 million) but net profit attributable to Shareholders decreased to HK\$3.1 million (2008: HK\$52.1 million). Earnings per share were 0.2 cents (2008: 3.2 cents).

The global economic crisis has made a profound and continuing impact on the Hong Kong and mainland Chinese economies, local consumer sentiment, and the region’s specialty retailing sector.

Hong Kong retail operations continued to be the core business of the Group, accounting for 84.9% (2008: 89.6%) of Group turnover. However, due to the economic downturn as well as the scheduled closure of several non-performing shops, it reported just a 0.2% growth rate during the year. On the other hand, the China division continued its strong momentum, reporting growth of 54.3% to account for 15.0% (2008: 10.3%) of Group turnover. In response to unusually difficult trading conditions and to counter competition in the luxury sector of the retail market, seasonal sales discount promotions were necessarily stepped up to reduce stock levels, leading to a 5.3 percentage point decline in the Group’s overall gross profit margin.

Group interest income for the year decreased by 63.9% to HK\$3.9 million, as a result of interest rate cuts.

Although retail rental costs continued to exert pressure on the profitability of the Group, the Group managed to reduce the overall operating overheads-to-sales ratio by taking strong measures to contain costs.

The China division, still in its initial development stage, recorded an operating loss of HK\$33.5 million (2008: HK\$15.7 million) for the year, which included a HK\$9.2 million impairment loss for fixed assets related to non-performing shops. This had a significant impact on the Group’s overall net profit.

Profit contribution from the joint venture business with Marni International S.A., in which the Group holds a 49% interest, also decreased significantly to HK\$0.4 million (2008: HK\$11.1 million) due to the impact of the economic downturn.

A tax credit was recorded for the year, principally due to a one-time tax refund of HK\$5.6 million.

(II) Liquidity and Financial Resources

At 31 March 2009, the Group's financial position remained strong following the payment of a HK\$22.7 million final dividend in the previous year. Bank deposits and cash amounted to HK\$213.3 million and short term bank borrowings of HK\$3.9 million were outstanding at 31 March 2009.

(III) Foreign Exchange Risk Management

Most of the Group's imported purchases are denominated in foreign currencies, primarily in Euros. To minimise exposure to foreign exchange fluctuations, the Group from time to time reviews its foreign exchange positions and, when it considers appropriate and necessary, will hedge its foreign exchange exposure by means of forward foreign exchange contracts.

(IV) Finance

At 31 March 2009, the Group had banking facilities totalling HK\$233.0 million (2008: HK\$252.5 million).

With its cash holdings and available banking facilities, the Group believes that it has sufficient funds to pursue investment opportunities as they arise.

(V) Employees

The Group employed 583 staff as at 31 March 2009. Employees are remunerated according to the nature of their positions and market trends, with merit components incorporated in annual salary increments to reward and motivate individual performance. The Group provides appropriate various job-related training programs to staff. Total staff costs for the year ended 31 March 2009 amounted to HK\$119.8 million.

(B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

(1) Directors

Stephen T. H. NG, Chairman (Age: 56)

Mr. Ng has been a Director of the Company since 2000 and became the Chairman of the Company in November 2007. Mr. Ng is the deputy chairman of publicly-listed Wheelock and Company Limited ("Wheelock"). He is also the deputy chairman and managing director of The Wharf (Holdings) Limited ("Wharf") and the chairman and chief executive officer of i-CABLE

Disclosure of Further Corporate Information

Communications Limited (“i-CABLE”), both such companies being publicly-listed subsidiaries of Wheelock. Furthermore, Mr. Ng is the chairman of Modern Terminals Limited and the chairman and chief executive officer of Wharf T&T Limited, both such companies being subsidiaries of Wharf. In April 2009, Mr. Ng joined the board of directors and became the chairman of a listed subsidiary of Wharf, namely, Harbour Centre Development Limited (“HCDDL”).

Antonio CHAN, Director (Age: 61)

Mr. Chan, *FCA(AUST)*, *FCPA*, *FCIS*, *FHKIoD*, has been an independent Non-executive Director of the Company since 2004. He also serves as the chairman of the Company’s Audit Committee and a member of the Company’s Remuneration Committee. Mr. Chan has been in the accounting profession for 35 years and has practised as a certified public accountant in Hong Kong for over 20 years. He has had extensive experience in management, auditing and investigation, executive recruitment, business consulting, corporate finance and administration. He retired as a senior partner of Grant Thornton, Hong Kong, an international accounting firm, in late 2001. From late 1960’s to early 1980’s, he had worked for Peat Marwick in Australia and in Hong Kong, and also Arthur Young in Hong Kong. He is also an independent non-executive director of Surface Mount Technology (Holdings) Limited, a company listed in Singapore. He serves as a pastor with Asian Outreach International. Mr. Chan is a Chartered Accountant and Certified Practising Accountant in Australia and senior member of a number of professional bodies, including fellow of the Hong Kong Institute of Certified Public Accountants, fellow of The Institute of Chartered Secretaries and Administrators and fellow of The Hong Kong Institute of Directors.

Doreen Y. F. LEE, Director (Age: 53)

Ms. Lee has been a Director of the Company since 2003. She is an executive director of Wharf, and the managing director of four subsidiaries of Wharf, namely, Harbour City Estates Limited, Times Square Limited, Wharf Estates Limited and Wharf Estates China Limited. Ms. Lee is a graduate of The University of Hong Kong where she obtained her bachelor’s degree in Arts (Hon).

Eric F. C. LI, Director (Age: 80)

Mr. Li, *BscEE*, *MscEE*, *MBA*, *FIM*, has been an independent Non-executive Director of the Company since 1990. He is the chairman and chief executive officer of The Kowloon Dairy Limited and a non-executive director of publicly-listed The Bank of East Asia, Limited, as well as a director of BEA Life Limited, Blue Cross (Asia-Pacific) Insurance Limited and several other companies in Hong Kong. Mr. Li holds a Bachelor of Science Degree in Electrical Engineering from the University of Arkansas, United States, a Master of Science Degree in Electrical Engineering from the University of Michigan, United States, and a Master Degree in Business Administration from the University of California, United States. He is also a fellow of the Chartered Management Institute.

Eric K. K. LO, Director (Age: 60)

Mr. Lo has been an independent Non-executive Director of the Company since 1998. He also serves as a member of the Company's Audit Committee and Remuneration Committee. Mr. Lo is an independent non-executive director of publicly-listed The Sincere Company, Limited as well as a director of several other companies in Hong Kong.

Paul Y. C. TSUI, Director (Age: 62)

Mr. Tsui, *FCCA, FCPA, FCMA, FCIS, CGA-Canada*, has been a Director of the Company since 2000. He also serves as the chairman of the Company's Remuneration Committee and a member of the Company's Audit Committee. Mr. Tsui is also a director of certain subsidiaries of the Company. He is a director of Allied Wisdom International Limited which is deemed under the Securities and Futures Ordinance (the "SFO") to have an interest in the share capital of the Company discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO. Furthermore, Mr. Tsui is an executive director and group chief financial officer of both Wheelock and Wharf, and also a director of four listed subsidiaries of Wheelock, namely, HCDL (appointed in April 2009), i-CABLE (appointed in June 2009), Wheelock Properties Limited and Wheelock Properties (Singapore) Limited.

Note: The Company confirms that it has received written confirmation from each of the independent Non-executive Directors confirming their independence pursuant to Rule 3.13 of the Listing Rules, and considers them independent.

(2) Senior Management

Andrew D. F. KEITH, President (Age: 39)

Mr. Andrew Keith has been appointed President of the Company since May 2008. With more than 16 years of extensive international experience in product, design and brand management, Mr. Andrew Keith has a proven record of success in maximising business opportunities, increasing sales and growing bottom line profitability. Before joining the Group, he was employed by the Lane Crawford group and led the repositioning of Lane Crawford's merchandising in all product categories, women's, men's, home, cosmetics and fine jewellery.

(C) DIRECTORS' INTERESTS IN SHARES

As recorded in the register kept by the Company under section 352 of the SFO in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or Chief Executive of the Company pursuant to the SFO or to the Model Code for Securities Transactions by Directors of Listed Issuers, there were no interests, both long and short positions, held as at 31 March 2009 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), nor had there been any exercises during the financial year of any rights to subscribe for any shares, underlying shares or debentures of the Company.

(D) SUBSTANTIAL SHAREHOLDERS' INTERESTS

Given below are the names of all parties who/which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital of the Company as at 31 March 2009, the respective relevant numbers of shares in which they were, and/or were deemed to be, interested as at that date as recorded in the register kept by the Company under section 336 of the SFO (the "Register") and the percentages which the shares represented to the issued share capital of the Company:

Names	No. of Ordinary Shares (percentage of issued capital)
(i) Allied Wisdom International Limited	831,862,723 (51.22%)
(ii) Wisdom Gateway Limited	831,862,723 (51.22%)
(iii) HSBC Trustee (Guernsey) Limited	831,862,723 (51.22%)
(iv) Mr. Peter K. C. Woo	831,862,723 (51.22%)
(v) J. W. Mark Limited	368,000,000 (22.66%)
(vi) Asiatrust Limited	368,000,000 (22.66%)
(vii) Mr. Walter K. W. Ma	368,000,000 (22.66%)

Note: For the avoidance of doubt and double counting, it should be noted that duplication occurs in respect of all of the shareholdings stated against parties (i) to (iv) above in that they all represent the same block of shares and that duplication also occurs in respect of shareholdings stated against parties (v) to (vii) above in that they all represent the same block of shares.

All the interests stated above represented long positions and as at 31 March 2009, there were no short position interests recorded in the Register.

(E) PENSION SCHEMES

Details of the pension schemes of the Group and the employers' pension costs charged to the consolidated profit and loss account for the year under review are set out in Notes 2.18(c) and 7 to the Financial Statements on pages 85 and 97 respectively.

The total employers' pension costs in respect of all pension schemes of the Group, including the cost related to the Mandatory Provident Fund which is not operated by the Group, charged to consolidated profit and loss account during the year ended 31 March 2009 amounted to HK\$5.9 million.

(F) SHARE OPTION SCHEME

(1) Summary of the Share Option Scheme (the “Scheme”)

(a) Purpose of the Scheme:

To provide employees and the executives of the Group with the opportunity of acquiring an equity interest in the Company, to continue to provide them with the motivation and incentive to give best contribution towards the Group’s continued growth and success.

(b) Participants of the Scheme:

Any full-time employee or executive director of the Company or any of its subsidiaries (the “Executive”) who has on the day preceding the date of offer been an employee or executive director of the Company or any of its subsidiaries for at least three years and any other employee or executive director of the Company or any subsidiary nominated by the Directors of the Company to be an Executive.

(c) (i) Total number of ordinary shares of HK\$0.1 each in the capital of the Company (the “Shares”) available for issue under the Scheme and any other share option schemes as at 31 March 2009:

136,380,000

(ii) Percentage of the issued share capital that it represents as at 31 March 2009:

8.4%

(d) Maximum entitlement of each participant under the Scheme as at 31 March 2009:

No option may be granted to any one Executive which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him under the Scheme and also under other share option schemes and of Shares issuable to that Executive under the proposed option exceeding 25% of the maximum aggregate number of Shares in respect of which options may at that time be granted under the Scheme and any such other schemes.

Furthermore, the total number of Shares issued and to be issued upon exercise of options (including both exercised and outstanding options) granted to each Executive in any 12-month period must not exceed 1% of the Shares in issue unless approved by Shareholders of the Company.

Disclosure of Further Corporate Information

- (e) Period within which the Shares must be taken up under an option:

Within five years from the date on which the option is offered.

- (f) Minimum period for which an option must be held before it can be exercised:

One year from the date on which the option is offered.

- (g) (i) Price payable on application or acceptance of the option:

HK\$10

- (ii) The period within which payments or calls must or may be made:

28 days after the offer date of an option

- (iii) The period within which loans for purposes of the payments or calls must be repaid:

Not applicable

- (h) Basis of determining the exercise price:

The exercise price shall be determined by the Directors, but in any event must be at least the higher of:

- (i) the indicative price per Share for the subscription of Shares under the option as specified in the written offer;
- (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day;
- (iii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iv) the nominal value of a Share.

- (i) The remaining life of the Scheme:

Five years

(2) Details of share options granted under the Scheme

Set out below are particulars and movements during the financial year of the Company's outstanding share options under the Scheme which were granted to 11 employees (none of them being Director of the Company), all of them working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance and all being participants with options not exceeding the respective individual limits:

Date granted (Day/Month/Year)	No. of ordinary shares represented by unexercised options outstanding as at 01/04/2008	No. of ordinary shares represented by options lapsed during the financial year	No. of ordinary shares represented by unexercised options outstanding as at 31/03/2009	Period during which rights exercisable (Day/Month/Year)	Price per share to be paid on exercise of options (HK\$)
17/09/2004	11,250,000	1,000,000	10,250,000	01/09/2005 to 31/08/2009	0.405

Except as disclosed above, no share option of the Company was issued, exercised, cancelled, lapsed or outstanding throughout the financial year.

(G) MAJOR CUSTOMERS & SUPPLIERS

For the year under review, sales to the five largest customers accounted for approximately 2% of the total sales for the year. Purchases from the five largest suppliers accounted for approximately 46% of the total purchases for the year and the purchases from the largest supplier included therein amounted to approximately 23%.

As far as the Directors are aware, neither the Directors, their associates, nor those Shareholders whom to the knowledge of the Directors own more than 5% of the Company's share capital, had any interest in the Group's five largest customers or suppliers.

(H) DIRECTORS' INTERESTS IN COMPETING BUSINESS

Set out below is information disclosed pursuant to Rule 8.10 of the Listing Rules:

Mr. P. Y. C. Tsui, being also a director of certain subsidiaries of the Company's parent company, namely, Wisdom Gateway Limited ("Wisdom Gateway"), is considered under Rule 8.10 of the Listing Rules as having an interest in certain subsidiary(ies) of Wisdom Gateway which is/are engaged in retail businesses or an interest in certain sub-holding company(ies) of the relevant subsidiary(ies).

Disclosure of Further Corporate Information

The Lane Crawford store and some other retail businesses carried on by the relevant subsidiary(ies) of Wisdom Gateway to a certain extent constitute competing businesses of the Group. Nevertheless, since the retail businesses of the Group are primarily targeted at different sectors of the market and would attract customers of different spending power or habit compared to those carried on by the relevant subsidiary(ies) of Wisdom Gateway, the Group considers that its interests in the relevant sector of retailing business is adequately safeguarded.

For safeguarding the interests of the Group, the independent Non-executive Directors and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's retailing businesses are and continue to be run on the basis that they are independent of, and at arm's length from, that of Wisdom Gateway group.

(I) PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws or regulations of Bermuda (in which country the Company was incorporated) which, in the event of new shares being issued by the Company, would oblige the Company to offer new shares to existing Shareholders, or, in the event of any Shareholders intending to dispose of any of their shareholdings in the Company, would require such Shareholders to offer to sell the relevant shares to other Shareholders of the Company.

(J) BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

Bank borrowings of the Group amounted to HK\$3,876,000 as at 31 March 2009 and are all repayable within one year.

(K) INTEREST CAPITALISED

No interest was capitalised by the Group during the financial year.

(L) PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year ended 31 March 2009.

(M) DISCLOSURE OF CONTINUING CONNECTED TRANSACTIONS

Set out below is information in relation to certain continuing connected transactions contemplated under the Renewal Agreement (as defined below) involving the Company and/or its subsidiaries, particulars of which were previously disclosed in an announcement of the Company dated 1 April 2008 and are required under the Listing Rules to be disclosed in the Annual Report and Financial Statements of the Company:

On 1 April 2008, upon the expiry of the master concession agreement dated 2 June 2006, a renewal master concession agreement (the "Renewal Agreement") for a further term of three years from 1 April 2008 to 31 March 2011 was entered into between the Company and Lane Crawford (Hong Kong) Limited ("LCHK") for the purpose of regulating certain concession arrangements with LCHK for the use of premises by the Group at various retail spaces inside various Lane Crawford Stores operated by LCHK at different premises and, among other things, adopting a revised annual cap amount in respect of the rental and/or turnover commission payable by the Group to LCHK. Such retail spaces inside Lane Crawford Stores are needed by the Group for operation of its retail businesses and generate additional retail revenue which is beneficial to the Group.

LCHK is a wholly-owned subsidiary of Wisdom Gateway, which in turn is a substantial shareholder of the Company. Consequently, the Renewal Agreement together with various concession agreements and/or individual concession agreements governed by the Renewal Agreement constitute continuing connected transactions for the Company.

Under the Renewal Agreement, the aggregate annual rental/turnover commission payable by the Group to LCHK is subject to an annual cap amount previously disclosed in the abovementioned announcement of the Company dated 1 April 2008. The aggregate annual rental/turnover commission paid by the Group to LCHK under the individual concession agreements as covered by the Renewal Agreement amounted to HK\$9.9 million for the financial year ended 31 March 2009.

Confirmation from Directors etc.

The Directors, including the independent Non-executive Directors, of the Company have reviewed the continuing connected transactions mentioned above (the "Transactions") and confirmed that the Transactions were entered into:

- (a) by the Group in the ordinary and usual course of its business;
- (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms that are no less favourable than those available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements governing such Transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Furthermore, the auditor of the Company have advised the following:

- (1) the Transactions had received the approval of the Company's Board of Directors;
- (2) the Transactions had been entered into in accordance with the relevant agreements governing the Transactions; and
- (3) the cap amount has not been exceeded during the financial year ended 31 March 2009.



(A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2009, all the code provisions set out in the Code on Corporate Governance Practices in Appendix 14 (the “Code”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) were met by the Company.

(B) DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors of the Company who were in office during the financial year ended 31 March 2009, they have confirmed that they have complied with the Model Code during the financial year.

(C) BOARD OF DIRECTORS

(1) Composition of the Board, number of Board meetings and Directors’ attendance

The Company’s Board has a balance of skills and experience and a balanced composition of executive and non-executive directors. Four Board meetings were held during the financial year ended 31 March 2009. The composition of the Board and attendance of the Directors are set out below:

Directors	Attendance at Meetings
<i>Chairman</i>	
Stephen T. H. Ng	4
<i>Non-executive Directors</i>	
Doreen Y. F. Lee	0
Paul Y. C. Tsui	4
Gonzaga W. J. Li (retired on 28 August 2008)	0
Peter S. O. Mak (retired on 28 August 2008)	0
T. Y. Ng (retired on 28 August 2008)	0
<i>Independent Non-executive Directors</i>	
Antonio Chan	3
Eric F. C. Li	2
Eric K. K. Lo	3
Michael E. Brillhart (retired on 28 August 2008)	0

Each Director of the Company has been appointed on the strength of his/her calibre, experience and stature, and his/her potential to contribute to the proper guidance of the Group and its businesses. Apart from formal meetings, matters requiring board approval were arranged by means of circulation of written resolutions.

(2) Operation of the Board

The Company is headed by an effective Board which takes decisions objectively in the interests of the Company. The Company's management has closely monitored changes to regulations that affect its corporate affairs and businesses, and changes to accounting standards, and adopted appropriate reporting format in its interim report, annual report and other related documents to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Where these changes are pertinent to the Company or Directors' disclosure obligations, the Directors are either briefed during Board meetings or issued with regular updates and materials to keep them abreast of their responsibilities and of the conduct, business activities and development of the Group. Newly appointed Directors receive briefings and orientation on their legal and other responsibilities as a Director and the role of the Board. The Company has also provided appropriate information in a timely manner to the Directors to enable them to make an informed decision and to discharge their duties and responsibilities as Directors of the Company.

There is a clear division of responsibilities between the Board and the management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

(D) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The posts of Chairman and Chief Executive Officer are distinct and separate.

The Chairman, namely, Mr. Stephen T. H. Ng, who is a Non-executive Director, is responsible for leading and managing the operation of the Board, focuses on Group strategies and Board issues, and ensures a cohesive working relationship between members of the Board and management. He also monitors the performance of the senior management of the Group. Presently, no employee of the Company holds the office of chief executive officer. The job functions of chief executive officer of the Company and the Group are performed by Mr. Andrew D. F. Keith and he is accountable to the Chairman.

(E) NON-EXECUTIVE DIRECTORS

All existing Non-executive Directors of the Company have their respective terms of appointment coming to an end normally one year after re-election as Directors at the last Annual General Meeting.

(F) REMUNERATION OF DIRECTORS

The Company has set up a Remuneration Committee consisting of one Non-executive Director and two other independent Non-executive Directors.

One Remuneration Committee meeting was held during the financial year ended 31 March 2009. Attendance of the Members is set out below:

Members	Attendance at Meeting
Paul Y. C. Tsui, <i>Chairman</i>	1
Antonio Chan	1
Eric K. K. Lo	1

- (i) The terms of reference of the Remuneration Committee are aligned with the provisions set out in the Code. Given below are the main duties of the Remuneration Committee:
- (a) to consider the Company's policy and structure for all remuneration of Directors and senior management;
 - (b) to determine the specific remuneration packages of all executive Directors and senior management;
 - (c) to review performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - (d) to review the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment; and
 - (e) to review compensation arrangements relating to dismissal or removal of Directors for misconduct.

- (ii) The work performed by the Remuneration Committee for the financial year ended 31 March 2009 is summarised below:
 - (a) review of the Company's policy and structure for all remuneration of Directors and senior management;
 - (b) consideration of the emoluments for all Directors and senior management; and
 - (c) review of the level of fees for Directors and Audit Committee Members.

The basis of determining the emoluments payable to its Directors and senior management by the Company is by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors and senior executives of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. Apart from a fee at the rate of HK\$45,000 per annum payable to Mr. Antonio Chan by reason of his being a Member and the Chairman of the Audit Committee, there was no other Director receiving any emoluments. The basis of determining such Audit Committee Member's fee is by reference to the level of fees of similar nature normally paid by a listed company in Hong Kong to its audit committee members.

(G) NOMINATION OF DIRECTORS

The Company does not have a nomination committee as the role and function of such committee are performed by the Board.

The Board is responsible for the formulation of the nomination policies, making recommendations to Shareholders on Directors standing for re-election, providing sufficient biographical details of Directors to enable Shareholders to make an informed decision on the re-election, and where necessary, nominate Directors to fill casual vacancies. The Chairman from time to time reviews the composition of the Board with particular regard to ensuring that there is an appropriate number of Directors on the Board independent of management. He also identifies and nominates qualified individuals for appointment as new Directors of the Company. New Directors of the Company will be appointed by the Board. Any and all new Directors are subject to retirement from the Board at the Annual General Meeting of the Company immediately following his or her appointment and may stand for re-election at the Annual General Meeting.

(H) AUDITOR'S REMUNERATION

The fees in relation to services, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to HK\$1.2 million and HK\$0.2 million respectively.

(I) AUDIT COMMITTEE

The Audit Committee of the Company consists of one Non-executive Director and two independent Non-executive Directors.

All Members have sufficient experience in reviewing audited financial statements as aided by the auditor of the Group whenever required. In addition, Mr. Antonio Chan and Mr. Paul Y. C. Tsui have the appropriate professional qualifications and experience in financial matters.

Two Audit Committee meetings were held during the financial year ended 31 March 2009. Attendance of the Members is set out below:

Members	Attendance at Meetings
Antonio Chan (appointed <i>Chairman</i> on 28 August 2008)	2
Eric K. K. Lo	2
Paul Y. C. Tsui	2
Michael E. Brillhart, former <i>Chairman</i> (retired on 28 August 2008)	0

- (i) The terms of reference of the Audit Committee are aligned with the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants. Given below are the main duties of the Audit Committee:
- (a) to consider the appointment of the external auditor and any questions of resignation or dismissal;
 - (b) to discuss with the external auditor before the audit commences, the nature and scope of the audit;

- (c) to review the half-year and annual financial statements before submission to the Board, focusing particularly on:
 - (1) any changes in accounting policies and practices;
 - (2) major judgmental areas;
 - (3) significant adjustments resulting from the audit;
 - (4) the going concern assumption;
 - (5) compliance with accounting standards; and
 - (6) compliance with Stock Exchange and legal requirements;
 - (d) to discuss problems and reservations arising from the audits, and any matters the external auditor may wish to discuss (in the absence of management where necessary); and
 - (e) to review the audit programme, and ensure co-ordination with external auditor, of the internal audit function.
- (ii) The work performed by the Audit Committee for the financial year ended 31 March 2009 is summarised below:
- (a) approval of the remuneration and terms of engagement of the external auditor;
 - (b) review of the external auditor's independence and objectivity and the effectiveness of audit process in accordance with applicable standards;
 - (c) review of the half-year and annual financial statements before submission to the Board, with particular consideration of the points mentioned in paragraph (i)(c) above regarding the duties of the Audit Committee;
 - (d) discussion with the external auditor before the audit commences, the nature and scope of the audit;
 - (e) review of the audit programme and co-ordination between the external auditor and the internal audit function;
 - (f) review of the Group's financial controls, internal control and risk management systems; and
 - (g) meeting with the external auditor.

(J) INTERNAL CONTROL

The Directors are ultimately responsible for the internal control system of the Group and, through the Audit Committee, have reviewed the effectiveness of the system. The internal control system comprises a well-defined organisational structure with specified limits of authority in place. Areas of responsibility of each business and operational units are also clearly defined to ensure effective checks and balances.

Procedures have been designed for safeguarding assets against unauthorised use or disposition, maintenance of proper accounting records, assurance of the reliability of financial information for internal use or publication and compliance with relevant legislation and regulations. Such procedures are designed to manage risks of failure in operational systems and can provide reasonable assurance against material errors, losses or fraud.

The internal control function was set up to monitor compliance with policies and standards and the effectiveness of internal control structures across the whole Group. The internal control function reports to the Audit Committee. A full set of internal control reports will also be provided to the external auditor.

A review of the effectiveness of the Group's internal control system and procedures covering all controls, including financial, operational and compliance and risk management, was conducted by the Audit Committee and subsequently reported to the Board during the financial year ended 31 March 2009. Based on the result of the review, in respect of the financial year ended 31 March 2009, the Directors considered that the internal control system and procedures of the Group were effective and adequate.

(K) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 March 2009, which give a true and fair view of the affairs of the Company and of the Group and of the Group's results and cash flows for the year then ended and in compliance with the requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Listing Rules.

In preparing the financial statements for the financial year ended 31 March 2009:

- (i) appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards;
- (ii) reasonable judgements and estimates are made; and
- (iii) the reasons for any significant departure from applicable accounting standards are stated, if applicable.

(L) COMMUNICATION WITH SHAREHOLDERS

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performances and activities. Annual and interim reports are printed and sent to all Shareholders. The Company's website www.irasia.com/listco/hk/joyce/index.htm provides email address, postal address, fax number and telephone number by which enquiries may be put to the Company's Board. Constantly being updated in a timely manner, the website also contains a wide range of additional information on the Group's business activities. As a standard part of the investor relations programme to maintain a constant dialogue on the Group's performance and objectives, senior executives hold regular briefings and attend conferences with institutional investors and financial analysts.

The Company encourages its Shareholders to attend Annual General Meetings to ensure a high level of accountability and to stay informed of the Group's strategy and goals.

The Board and external auditor attend the Annual General Meetings to answer Shareholders' questions.

(M) SHAREHOLDERS' RIGHTS TO CONVENE A SPECIAL GENERAL MEETING

Pursuant to the Bermuda Companies Act, on requisition of one or more Shareholders in aggregate holding not less than 10% of the paid-up capital of the Company carrying the right to vote at general meetings, the Directors of the Company must convene a special general meeting.



Report of the Directors

The Directors have pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 March 2009.

PRINCIPAL ACTIVITIES AND TRADING OPERATIONS

The principal activities of the Company are investment holding and provision of management services to Group companies and those of its principal subsidiaries are set out on page 124.

RESULTS, APPROPRIATIONS AND RESERVES

The results of the Group and appropriations of profits for the financial year ended 31 March 2009 are set out in the Consolidated Profit and Loss Account on page 63.

Movements in reserves during the financial year are set out in Note 28 to the Financial Statements on pages 118 and 119.

DIVIDENDS

The Directors do not recommended the payment of any dividend in respect of the financial year ended 31 March 2009.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the financial year are set out in Note 15 to the Financial Statements on pages 103 to 105.

DONATIONS

The Group made donations during the financial year totalling HK\$262,000.

DIRECTORS

The Directors of the Company during the financial year were Mr. Stephen T. H. Ng, Mr. Michael E. Brillhart (retired on 28 August 2008), Mr. Antonio Chan, Ms. Doreen Y. F. Lee, Mr. Eric F. C. Li, Mr. Gonzaga W. J. Li (retired on 28 August 2008), Mr. Eric K. K. Lo, Mr. Peter S. O. Mak (retired on 28 August 2008), Mr. T. Y. Ng (retired on 28 August 2008) and Mr. Paul Y. C. Tsui.

In accordance with the Company's bye-laws, all Directors will retire from the Board at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election. None of the retiring Directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

INTERESTS IN CONTRACTS

No contract of significance in relation to the Company's business to which the Company, any subsidiary or holding company of the Company or any subsidiary of the Company's holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during that financial year.

MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the financial year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the financial year was the Company, any of its subsidiaries or its holding company or any subsidiary of that holding company a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial year.

AUDITOR

The Financial Statements now presented have been audited by PricewaterhouseCoopers, Certified Public Accountants, who retire and being eligible, offer themselves for re-appointment.

By Order of the Board

Wilson W. S. Chan

Secretary

Hong Kong, 17 June 2009



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22nd Floor Prince's Building
Central, Hong Kong

TO THE SHAREHOLDERS OF JOYCE BOUTIQUE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Joyce Boutique Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 63 to 124, which comprise the consolidated and Company balance sheets as at 31 March 2009, and the consolidated profit and loss account, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 17 June 2009





2008/2009 Audited Financial Statements

二〇〇八／二〇〇九年已審核財務報表

Consolidated Profit and Loss Account
綜合損益賬

For the year ended 31 March 2009
 截至二〇〇九年三月三十一日止年度

		Note	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
		附註		
Turnover	營業額	5	979,948	927,116
Other income	其它收入	6	10,351	17,875
Direct costs and operating expenses	直接成本及營業費用	7	(880,560)	(790,811)
Selling and marketing expenses	銷售及推銷費用	7	(38,923)	(43,096)
Administrative expenses	行政費用	7	(64,346)	(73,290)
Other (losses)/gains, net	其它淨（虧損）／收益	8	(8,695)	7,653
Operating (loss)/profit	營業（虧損）／盈利		(2,225)	45,447
Finance costs	融資成本	9	(707)	(87)
Share of profit of associate/jointly controlled entity	所佔聯營公司／ 共同發展公司盈利	20	416	11,113
(Loss)/profit before income tax	扣除所得稅前（虧損）／盈利		(2,516)	56,473
Income tax credit/(expense)	所得稅抵免／（費用）	11	5,643	(4,390)
Profit attributable to equity holders of the Company	公司權益持有人應佔盈利	12	3,127	52,083
Final dividend proposed after the balance sheet date	於結算日後擬派發的末期股息	13	—	1.4 cents
Earnings per share	每股盈利			
– Basic and diluted	– 基本及攤薄	14	0.2 cents	3.2 cents

Consolidated Balance Sheet
綜合資產負債表

As at 31 March 2009
於二〇〇九年三月三十一日

		Note 附註	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	65,218	71,730
Deposits, prepayments and other assets	訂金、預付費用及其它資產	17	33,018	40,127
Interest in associate/jointly controlled entity	於聯營公司/共同發展公司的權益	20	19,586	19,322
Deferred income tax assets	遞延所得稅資產	29	4,478	317
			122,300	131,496
Current assets	流動資產			
Inventories	存貨		263,398	234,418
Trade and other receivables	貿易及其它應收賬項	19	31,992	49,162
Deposits, prepayments and other assets	訂金、預付費用及其它資產	17	17,435	22,773
Financial derivative assets	衍生金融工具資產	22	—	22,762
Cash and cash equivalents	現金及現金等值項目	23	213,275	251,129
			526,100	580,244
Total assets	資產總額		648,400	711,740
EQUITY	權益			
Capital and reserves attributable to the Company's equity holders	公司權益持有人應佔股本及儲備			
Share capital	股本	27	162,400	162,400
Reserves	儲備	28	302,486	344,324
Total equity	權益總額		464,886	506,724
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Financial liability at fair value through profit or loss	按公平值透過損益記賬的金融負債	21	1,394	—
Deferred income tax liabilities	遞延所得稅負債	29	645	—
			2,039	—

		Note	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Current liabilities	流動負債			
Trade and bills payables	應付貿易賬項及應付票據	24	57,040	70,703
Other payables and accruals	其它應付賬項及應計項目	25	84,936	93,892
Amount due to associate/jointly controlled entity	應付聯營公司／共同發展 公司款項	20	22,779	31,086
Financial derivative liabilities	衍生金融工具負債	22	12,844	—
Current income tax liabilities	本期所得稅負債		—	9,335
Bank borrowings	銀行借款	26	3,876	—
			181,475	205,016
Total liabilities	負債總額		183,514	205,016
Total equity and liabilities	權益及負債總額		648,400	711,740
Net current assets	流動資產淨值		344,625	375,228
Total assets less current liabilities	資產總額減流動負債		466,925	506,724

Stephen T. H. NG
Chairman
吳天海
主席

Paul Y. C. TSUI
Director
徐耀祥
董事

Company Balance Sheet
公司資產負債表

As at 31 March 2009
於二〇〇九年三月三十一日

		Note 附註	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	2,537	2,090
Interests in subsidiaries	所佔附屬公司權益	18	97,243	133,141
Deposits, prepayments and other receivables	訂金、預付費用 及其它資產	17	461	—
			100,241	135,231
Current assets	流動資產			
Deposits, prepayments and other receivables	訂金、預付費用 及其它資產	17	360	302
Amounts due from subsidiaries	應收附屬公司款項	18	319,798	274,611
Cash and cash equivalents	現金及現金等值項目	23	1,137	1,123
			321,295	276,036
Total assets	資產總額		421,536	411,267
EQUITY	權益			
Capital and reserves attributable to the Company's equity holders	公司權益持有人應佔股本及儲備			
Share capital	股本	27	162,400	162,400
Reserves	儲備	28	227,822	215,450
			390,222	377,850
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accruals	其它應付賬項及應計項目		4,458	6,561
Amounts due to subsidiaries	應付附屬公司款項	18	26,856	26,856
Total liabilities	負債總額		31,314	33,417
Total equity and liabilities	權益及負債總額		421,536	411,267
Net current assets	流動資產淨值		289,981	242,619
Total assets less current liabilities	資產總額減流動負債		390,222	377,850

Stephen T. H. NG
Chairman
吳天海
主席

Paul Y. C. TSUI
Director
徐耀祥
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 March 2009
截至二〇〇九年三月三十一日止年度

Group 集團	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital 股本	Share premium 股份溢價	Capital surplus 資本盈餘	Contributed surplus 繳入盈餘	Exchange fluctuation reserve 匯兌波動 儲備	Employee compensation reserve 僱員酬金 儲備	Hedging reserve 對沖儲備	Retained profits 累積盈利	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Balance at 1 April 2008	二〇〇八年四月一日結存	162,400	3,728	76	139,196	(2,442)	2,892	15,329	185,545	506,724
Exchange differences on translation of accounts of foreign entities:	折算海外公司賬項所產生 之匯兌差額：									
- Subsidiaries	- 附屬公司	-	-	-	-	475	-	-	-	475
- Associate	- 聯營公司	-	-	-	-	3	-	-	-	3
Cash flow hedges:	現金流動對沖：									
- Fair value losses for the year	- 本年度的公平價值虧損	-	-	-	-	-	-	(28,810)	-	(28,810)
- Deferred income tax recognised	- 確認的遞延所得稅	-	-	-	-	-	-	6,103	-	6,103
Profit attributable to equity holders	權益持有人應佔盈利	-	-	-	-	-	-	-	3,127	3,127
Total recognised income/(losses)	確認的總收入/(虧損)	-	-	-	-	478	-	(22,707)	3,127	(19,102)
Employee share option scheme: - transfer of reserve upon lapse of share options	僱員認股權計劃： - 因認股權期滿失效 而轉賬儲備	-	-	-	-	-	(247)	-	247	-
Final dividend paid for the year ended 31 March 2008	已付截至二〇〇八年 三月三十一日止年度 末期股息	-	-	-	-	-	-	-	(22,736)	(22,736)
Balance at 31 March 2009	二〇〇九年三月三十一日結存	162,400	3,728	76	139,196	(1,964)	2,645	(7,378)	166,183	464,886

Consolidated Statement of Changes in Equity 綜合權益變動表

The comparative figures for 2008 are set out as follows:
二〇〇八年之比較數字如下:

Group 集團	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital surplus 資本盈餘 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Exchange fluctuation reserve 匯兌波動 儲備 HK\$'000 港幣千元	Employee compensation reserve 僱員 酬金儲備 HK\$'000 港幣千元	Hedging reserve 對沖儲備 HK\$'000 港幣千元	Retained profits 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Balance at 1 April 2007	二〇〇七年四月一日結存	162,005	1,515	76	139,196	(7,308)	4,593	2,922	155,505	458,504
Exchange differences on translation of accounts of foreign entities	折算海外公司賬項所產生之匯兌差額	—	—	—	—	4,866	—	—	—	4,866
Cash flow hedges:	現金流動對沖:									
- Fair value gains for the year	- 本年度的公平價值收益	—	—	—	—	—	—	16,390	—	16,390
- Deferred income tax recognised	- 確認的遞延所得稅	29	—	—	—	—	—	(3,983)	—	(3,983)
Profit attributable to equity holders	權益持有人應佔盈利	—	—	—	—	—	—	—	52,083	52,083
Total recognised income	確認的總收入	—	—	—	—	4,866	—	12,407	52,083	69,356
Employee share option scheme:	僱員認股權計劃:									
- issue of new shares upon exercise of share options	- 因行使認股權而發行新股	395	1,205	—	—	—	—	—	—	1,600
- transfer of reserve upon exercise of share options	- 因行使認股權而轉賬儲備	—	1,008	—	—	—	(1,008)	—	—	—
- transfer of reserve upon lapse of share options	- 因認股權期滿失效而轉賬儲備	—	—	—	—	—	(693)	—	693	—
Final dividend paid for the year ended 31 March 2007	已付截至二〇〇七年三月三十一日止年度末期股息	13	—	—	—	—	—	—	(22,736)	(22,736)
Balance at 31 March 2008	二〇〇八年三月三十一日結存	162,400	3,728	76	139,196	(2,442)	2,892	15,329	185,545	506,724

Company Statement of Changes in Equity
公司權益變動表

For the year ended 31 March 2009
 截至二〇〇九年三月三十一日止年度

Company 公司	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔					
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Employee compensation reserve 僱員酬金儲備 HK\$'000 港幣千元	Retained profits 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Balance at 1 April 2008	二〇〇八年四月一日結存	162,400	3,728	159,375	2,892	49,455	377,850
Profit attributable to equity holders	權益持有人應佔盈利	—	—	—	—	35,108	35,108
Total recognised income	確認的總收入	—	—	—	—	35,108	35,108
Employee share option scheme: – transfer of reserve upon lapse of share options	僱員認股權計劃: – 因認股權期滿失效而轉賬儲備	—	—	—	(247)	247	—
Final dividend paid for the year ended 31 March 2008	已付截至二〇〇八年三月三十一日止年度末期股息	—	—	—	—	(22,736)	(22,736)
Balance at 31 March 2009	二〇〇九年三月三十一日結存	162,400	3,728	159,375	2,645	62,074	390,222

The comparative figures for 2008 are set out as follows:
 二〇〇八年之比較數字如下：

Company 公司	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔					
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Employee compensation reserve 僱員酬金儲備 HK\$'000 港幣千元	Retained profits 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Balance at 1 April 2007	二〇〇七年四月一日結存	162,005	1,515	159,375	4,593	61,625	389,113
Profit attributable to equity holders	權益持有人應佔盈利	—	—	—	—	9,873	9,873
Total recognised income	確認的總收入	—	—	—	—	9,873	9,873
Employee share option scheme: – issue of new shares upon exercise of share options	僱員認股權計劃: – 因行使認股權而發行新股	395	1,205	—	—	—	1,600
– transfer of reserve upon exercise of share options	– 因行使認股權而轉賬儲備	—	1,008	—	(1,008)	—	—
– transfer of reserve upon lapse of share options	– 因認股權期滿失效而轉賬儲備	—	—	—	(693)	693	—
Final dividend paid for the year ended 31 March 2007	已付截至二〇〇七年三月三十一日止年度末期股息	—	—	—	—	(22,736)	(22,736)
Balance at 31 March 2008	二〇〇八年三月三十一日結存	162,400	3,728	159,375	2,892	49,455	377,850

Consolidated Cash Flow Statement
綜合現金流量表

For the year ended 31 March 2009
 截至二〇〇九年三月三十一日止年度

		Note	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Cash flows from operating activities	營業活動的現金流量			
Cash generated from operations	營業產生的現金	(a)	13,712	45,426
Interest paid	已付利息		(707)	(87)
Interest received	已收利息		3,929	10,872
Income tax paid	已付所得稅		(1,105)	(85)
Net cash generated from operating activities	營業活動產生的淨現金		15,829	56,126
Cash flows from investing activities	投資活動的現金流量			
Purchase of property, plant and equipment	購買物業、廠房及設備		(36,307)	(50,397)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		1,112	765
Net cash used in investing activities	投資活動所用淨現金		(35,195)	(49,632)
Cash flows from financing activities	融資活動的現金流量			
Dividend paid	已付股息		(22,736)	(22,736)
Increase in bank borrowings	銀行貸款		3,876	—
Issue of new shares upon exercise of share options	因行使認股權而發行新股		—	1,600
Net cash used in financing activities	融資活動所用淨現金		(18,860)	(21,136)
Decrease in cash and cash equivalents	現金及現金等值項目減少		(38,226)	(14,642)
Effect of foreign exchange rate changes, net	匯兌調整淨額		372	3,109
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目		251,129	262,662
Cash and cash equivalents at end of year	於年末之現金及現金等值項目		213,275	251,129
Analysis of balances of cash and cash equivalents	現金及現金等值項目結存分析			
Cash at bank and in hand	銀行及庫存現金	23	105,085	44,289
Short-term bank deposits	短期銀行存款	23	108,190	206,840
			213,275	251,129

NOTE TO THE CONSOLIDATED CASH FLOW STATEMENT
綜合現金流量表附註
(a) Reconciliation of operating (loss)/profit to cash generated from operations
(a) 營業（虧損）／盈利與營業活動所產生的現金對賬

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Operating (loss)/profit	營業（虧損）／盈利	(2,225)	45,447
Interest income	利息收入	(3,929)	(10,872)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	32,962	33,970
Write back of provision for unfulfilled purchase commitment	未履行採購承諾的撥備回撥	(2,773)	(8,500)
Impairment charge of property, plant and equipment	物業、廠房及設備減值	9,919	847
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之盈利	(1,070)	(754)
Net cost of transferring shares in jointly controlled entity	轉讓共同發展公司股份之成本淨額	3,931	—
Fair value gain on financial liability at fair value through profit or loss	按公平值透過損益記賬的金融負債之公平值收益	(2,382)	—
Operating profit before working capital changes	營運資金變動前之營業盈利	34,433	60,138
Increase in inventories	存貨之增加	(22,184)	(53,195)
Decrease in trade and other receivables	貿易及其它應收賬項之減少	17,170	2,523
Decrease/(increase) in deposits, prepayments and other assets	訂金、預付費用及其它資產之減少／（增加）	12,447	(2,859)
(Decrease)/increase in trade and bills payables	應付貿易賬項及應付票據之（減少）／增加	(13,663)	11,151
(Decrease)/increase in other payables and accruals	其它應付賬項及應計項目之（減少）／增加	(6,184)	3,475
(Decrease)/increase in amount due to associate/jointly controlled entity	應付聯營公司／共同發展公司款項之（減少）／增加	(8,307)	24,193
Cash generated from operations	營業產生的現金	13,712	45,426

1 GENERAL INFORMATION

Joyce Boutique Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in sales of designer fashion garments, cosmetics and accessories.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda. The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 17 June 2009.

2 PRINCIPAL ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The assumptions and estimates that are significant to the consolidated financial statements are disclosed in Note 4.

1 一般資料

Joyce Boutique Holdings Limited (本公司) 及其附屬公司 (統稱「集團」) 主要從事名牌時裝、化妝品及飾物銷售。

本公司為一家於百慕達註冊成立的有限公司，其註冊辦事處位於 Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda。本公司的證券於香港聯合交易所有限公司以第一市場上市。

除特別註明外，本綜合財務報表以港幣千元為單位。此綜合財務報表已於二〇〇九年六月十七日獲董事會通過。

2 主要會計政策

編製本綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

2.1 編製基準

本綜合財務報表是按照香港財務報告準則編製。本綜合財務報表乃按歷史成本常規編製，並就按公平值透過損益記賬的金融資產和金融負債 (包括衍生工具) 而作出修訂。

編製符合財務準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及對綜合賬項屬重大假設和估計的範疇，在附註 4 中披露。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The following amendments to and interpretations of existing standards are effective for the year ended 31 March 2009 but are not relevant to the Group's operations.

HKAS 39 and HKFRS 7 (Amendments)	Financial Instruments: Recognition and Measurement – Reclassification of Financial Assets
HK (IFRIC)-Int 12	Service Concession Arrangements
HK (IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The following new standards, amendments to and interpretations of existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2009, but the Group has not early adopted. The new HKFRSs expected to be applicable to the Group's operations are as follows:

HKAS 1 (Revised)	Presentation of Financial Statements ²
HKAS 23 (Revised)	Borrowing Costs ²
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ³
HKAS 39 (Amendment)	Financial Instruments: Recognition and Measurement – Eligible Hedged Items ³
HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ³
HKFRS 2 (Amendment)	Share-based Payment ²
HKFRS 3 (Revised)	Business Combinations ³
HKFRS 8	Operating Segments ²
HK(IFRIC)-Int 13	Customer Loyalty Programmes ¹

2 主要會計政策 (續)

2.1 編製基準 (續)

下列現行準則的修訂及詮釋乃於截至二〇〇九年三月三十一日止年度生效，但與集團的營運無關。

香港會計準則第 39 號 及香港財務報告 準則第 7 號 (修訂本)	金融工具： 確認與計量 – 金融資產 重新分類
香港（國際財務報告 詮釋委員會） – 詮釋第 12 號	服務經營權安排
香港（國際財務報告 詮釋委員會） – 詮釋第 14 號	香港會計準則 第 19 號界定福利 資產之限制、最低資 金規定及其相互作用

下列新準則、現行準則的修訂及詮釋已經刊發，並必須於集團二〇〇九年四月一日或之後開始的會計期間強制採用，但未獲本集團提早採用。預期適用於集團營運的新訂的香港財務報告準則如下：

香港會計準則第 1 號 (經修訂)	財務報表之呈報 ²
香港會計準則第 23 號 (經修訂)	借貸成本 ²
香港會計準則第 27 號 (經修訂)	綜合及獨立 財務報表 ³
香港會計準則第 39 號 (修訂本)	金融工具： 確認與計量 – 合資格對沖項目 ³
香港財務報告準則 第 1 號 (經修訂)	首次採用香港財務 報告準則 ³
香港財務報告準則 第 2 號 (修訂本)	以股份為基礎付款 ²
香港財務報告準則 第 3 號 (經修訂)	業務合併 ³
香港財務報告準則 第 8 號	經營分部 ²
香港（國際財務報告 詮釋委員會） – 詮釋第 13 號	客戶忠誠計劃 ¹

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2008
- ² Effective for annual periods beginning on or after 1 January 2009
- ³ Effective for annual periods beginning on or after 1 July 2009

HKAS 1 (Revised) will prohibit the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All non-owner changes in equity will be required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the consolidated income statement and statement of comprehensive income). Where entities restate or reclassify comparative information, they will be required to present a restated balance sheet as at the beginning comparative period in addition to the current requirement to present balance sheets at the end of the current period and comparative period. The Group will apply HKAS 1 (Revised) from 1 April 2009.

HKAS 23 (Revised) requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply HKAS 23 (Revised) from 1 April 2009.

HKAS 27 (Revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognised in profit or loss. The Group will apply HKAS 27 (Revised) prospectively to transactions with non-controlling interests from 1 April 2010.

HKAS 39 (Amendment) clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation shall be applied in particular situations. The Group will apply HKAS39 (Amendment) from 1 April 2010.

2 主要會計政策 (續)

2.1 編製基準 (續)

- ¹ 於二〇〇八年七月一日或之後開始的年度期間生效
- ² 於二〇〇九年一月一日或之後開始的年度期間生效
- ³ 於二〇〇九年七月一日或之後開始的年度期間生效

香港會計準則第 1 號 (經修訂) 禁止在權益變動表中呈列收入及支出項目 (即「非擁有人的權益變動」) , 並規定「非擁有人的權益變動」必須與擁有人的權益變動分開呈列, 所有非擁有人的權益變動將需要在業績報表中呈列, 但實體可選擇在一份業績報表 (全面收入報表) 中, 或在兩份報表 (綜合收益表和全面收入報表) 中呈列。如實體重列或重新分類比較數字, 除了按現時規定呈列當期和前期期終的資產負債表外, 還須呈列前期期初的經重列資產負債表。本集團將會由二〇〇九年四月一日起應用香港會計準則第 1 號 (經修訂) 。

香港會計準則第 23 號 (經修訂) 此項修訂要求實體將有關收購、興建或生產一項合資格資產 (即需要頗長時間才能以供使用或出售的資產) 直接應佔的借貸成本資本化, 作為該資產的部份成本。將該等借貸成本即時作費用支銷的選擇將被刪去。本集團將會由二〇〇九年四月一日起應用香港會計準則第 23 號 (經修訂) 。

香港會計準則第 27 號 (經修訂) 規定, 如控制權沒有改變, 則附有非控制性權益的所有交易的影響必須在權益中呈列, 而此等交易將不再導致商譽或盈虧。此項準則亦列明失去控制權時的會計處理方法, 任何在實體內的剩餘權益按公平值重新計量, 並在收益表中確認盈利或損失。本集團將會由二〇一〇年四月一日起對附有非控制性權益的交易應用國際會計準則/香港會計準則第 27 號 (經修訂) 。

香港會計準則第 39 號 (修訂本) 澄清有關釐定一項被對沖風險或部份現金流量是否符合資格被劃定為對沖項目的原則及相關應用問題。本集團將會由二〇一〇年四月一日起應用香港會計準則第 39 號 (修訂本) 。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

HKFRS 1 (Revised) allows first-time adopters to use a deemed cost of either fair value or the carrying amount under previous accounting practice to measure the initial cost of investments in subsidiaries, jointly controlled entities and associates in the separate financial statements. The amendment also removes the definition of the cost method from HKAS 27 and replaces it with a requirement to present dividends as income in the separate financial statements of the investor. The Group will apply HKFRS 1 (Revised) from 1 April 2010.

HKFRS 2 (Amendment) deals with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. As such these features would need to be included in the grant date fair value for transactions with employees and others providing similar services, that is, these features would not impact the number of awards expected to vest or valuation thereof subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group will apply HKFRS 2 (Amendment) from 1 April 2009.

HKFRS 3 (Revised) continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the consolidated income statement. There is a choice on an acquisition by acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. The Group will apply HKFRS 3 (Revised) prospectively to all business combinations from 1 April 2010.

HKFRS 8 replaces HKAS 14 Segment reporting and requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 April 2009.

2 主要會計政策 (續)

2.1 編製基準 (續)

香港財務報告準則第1號(經修訂)容許首次採納者根據舊有會計政策的賬面值或使用公平值作為附屬公司、共同控制實體及聯營公司的投資初步成本，計量在獨立財務報表中。此修訂本亦刪去了香港會計準則第27號成本方法的定義，並取而代之規定在投資者的獨立財務報表中呈列股息為收入。本集團將由二〇一〇年四月一日起應用香港財務準則第1號(經修訂)。

香港財務報告準則第2號(修訂本)處理有關歸屬條件和註銷，澄清了歸屬條件僅指服務條件和表現條件。以股份為基礎的付款的其他特徵不是歸屬條件。因此，此等特徵將需要包括在與僱員和其他提供類似服務人士的交易於授出日期的公平值內，亦即此等特徵將不影響授出日期後預期將歸屬的獎勵數目或估值。所有註銷，不論由實體或其他方作出，必須按相同的會計處理法入賬。本集團將由二〇〇九年四月一日起應用香港財務準則第2號(修訂本)。

香港財務報告準則第3號(經修訂)此項經修訂準則繼續對企業合併應用收購法，但有些重大更改。例如，收購業務的所有款項必須按收購日期的公平值記錄，而分類為債務的或然付款其後須在綜合收益表重新計量。在非控制性權益被收購時，可選擇按公平值或非控制性權益佔被收購方淨資產的比例計量。所有收購相關成本必須支銷。本集團將會由二〇一〇年四月一日起對所有企業合併應用香港會計準則第3號(經修訂)。

香港財務報告準則第8號取代了國際會計準則／香港會計準則14「分部報告」，此項新準則要求採用「管理方法」，即分部資料須按照與內部報告所採用的相同基準呈報。本集團將由二〇〇九年四月一日起應用香港財務報告準則第8號。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

HK(IFRIC)-Int 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. The Group will apply HK(IFRIC)-Int 13 from 1 April 2009.

Apart from the above, the HKICPA has also issued improvements to HKFRSs primarily with a view to remove inconsistencies and clarify wording. The amendments are primarily effective for annual periods beginning on or after 1 January 2009, with earlier application permitted. The Group does not expect adoption of the amendments to have a significant effect on the consolidated financial statements.

The following new standards, amendments to and interpretations of existing standards have been published that are mandatory for the Group's annual periods beginning on or after 1 April 2009 but are not relevant for the Group's operations.

HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation ²
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate ²
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation ¹
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners ³
HK(IFRIC)-Int 18	Transfers of Assets from Customers ⁴

¹ Effective for annual periods beginning on or after 1 October 2008

² Effective for annual periods beginning on or after 1 January 2009

³ Effective for annual periods beginning on or after 1 July 2009

⁴ Effective for transfers on or after 1 July 2009

2 主要會計政策 (續)

2.1 編製基準 (續)

香港（國際財務報告詮釋委員會）－詮釋 13 澄清了假若貨品或服務是連同一項客戶忠誠度獎勵計劃（例如忠誠度分數或贈品）而售出，則有關安排屬於多重銷售組合安排，應收客戶的代價須利用公平值在該安排的組成部份中分攤。本集團將會由二〇〇九年四月一日起應用香港（國際財務報告詮釋委員會）－詮釋 13。

除上述外，香港會計師公會亦已頒布香港財務報告準則的改進，主要旨在修正上下文的不一致和釐清字眼。該等修訂主要於二〇〇九年一月一日或之後開始的年度期間生效，並准許提早應用。集團預期採用此等修訂並不會對綜合財務報表有重大影響。

下列準則、現行準則的修訂及詮釋經已刊發，並必須於集團二〇〇九年四月一日或之後開始的年度期間強制採用，但與集團的營運無關。

香港會計準則第 32 號及香港會計準則第 1 號（修訂本）	可沽售金融工具及清盤產生之責任 ²
香港（國際財務報告詮釋委員會）－詮釋第 15 號	建造房地產建築協議 ²
香港（國際財務報告詮釋委員會）－詮釋第 16 號	海外業務投資淨額對沖 ¹
香港（國際財務報告詮釋委員會）－詮釋第 17 號	分派非現金資產予擁有人 ³
香港（國際財務報告詮釋委員會）－詮釋第 18 號	獲客戶轉讓資產 ⁴

¹ 於二〇〇八年十月一日或之後開始的年度期間生效

² 於二〇〇九年一月一日或之後開始的年度期間生效

³ 於二〇〇九年七月一日或之後開始的年度期間生效

⁴ 於二〇〇九年七月一日或之後之轉讓生效

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Consolidation

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

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.8). The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

2.3 Associate

Associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting and is initially recognised at cost.

The Group's share of its associate's post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2 主要會計政策 (續)

2.2 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至三月三十一日止的賬項。

附屬公司

附屬公司指本集團有權管控其財政及營業政策而控制所有實體（包括特殊目的實體），一般附帶超過半數投票權的股權。在評定本集團是否控制另一實體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。

附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

集團內公司之間的交易、交易的結餘及未實現收益予以對銷。未實現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損準備列賬（附註2.8）。附屬公司之業績由本公司按已收及應收股息入賬。

2.3 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權的實體，通常附帶有20% - 50%投票權的股權。聯營公司投資以權益會計法入賬，初始以成本確認。

本集團應佔聯營公司的收購後利潤或虧損於綜合收益表內確認，而應佔其收購後儲備的變動則於儲備賬內確認。累計之收購後變動於投資賬面值中調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Associate (Continued)

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associate have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.4 Jointly controlled entity

Jointly controlled entity is an entity held for the long-term, over which the Group is in a position to exercise joint control with other venturers in accordance with contractual arrangements, and where none of the participating parties has unilateral control over the economic activity of the joint venture.

The Group adopts the equity method to account for the interest in jointly controlled entity. The consolidated profit and loss account includes the Group's share of the results of jointly controlled entity for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entity.

2.5 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

In accordance with the Group's internal financial reporting, the Group has chosen geographical segment information as the primary reporting format and business segment information as the secondary reporting format. No business segment analysis is provided as over 90% of the Group's turnover and profit contribution came from the retail business during the year.

Segment assets consist primarily of property, plant and equipment, inventories, trade and other receivables, cash and cash equivalents and other operating assets. Unallocated assets comprise deferred income tax assets. Segment liabilities comprise trade and bills payable, bank borrowings and other operating liabilities. Unallocated liabilities comprise current tax liabilities and deferred income tax liabilities.

2 主要會計政策 (續)

2.3 聯營公司 (續)

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

2.4 共同發展公司

共同發展公司乃集團長期持有、有權根據合約安排與其他合營者共同行使控制權的公司，各合營者均不可單方面控制該合營企業的經濟活動。

本集團以權益法作為共同發展公司之入賬方法。於綜合損益賬內包括本集團所佔共同發展公司於年內的所佔業績，並於綜合資產負債表內包括本集團所佔共同發展公司的所佔淨資產。

2.5 分部匯報

業務分部指從事提供產品或服務的一組資產和業務，而產品或服務的風險和回報與其他業務分部的不同。地區分部指在某個特定經濟環境中從事提供產品或服務，其產品或服務的風險和回報與在其他經濟環境中營業的分部的不同。

按照本集團的內部財務匯報方式，本集團選擇首先按地域分部作出資料匯報，其次才按業務分部作出資料匯報。由於是年內超過 90% 以上的集團營業額及盈利貢獻乃來自零售業務，因此並無提供業務分部之分析。

分部資產主要包括物業、廠房及設備、存貨、貿易及其它應收賬項、現金及現金等值項目及其它營運資產。未分配資產包括遞延所得稅資產。分部負債包括應付貿易賬項及應付票據、銀行借款及其它營運負債。未分配負債則包括本期所得稅及遞延所得稅負債。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated profit and loss account, except when deferred in equity as qualifying cash flow hedges (Note 2.9).

(c) Group companies

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated profit and loss account as part of the gain or loss on sale.

2 主要會計政策 (續)

2.6 外幣換算

(a) 功能和列賬貨幣

本集團每個實體的財務報表所列項目均以該實體營業所在的主要經濟環境的貨幣計量(「功能貨幣」)。綜合財務報表以港幣呈報，港幣為本公司的功能及列賬貨幣。

(b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在損益賬確認(附註 2.9)。

(c) 集團公司

功能貨幣與列賬貨幣不同的所有集團實體(當中沒有嚴重通脹貨幣)的業績和財務狀況按如下方法換算為列賬貨幣：

- (i) 每份呈報的資產負債表內的資產和負債按該資產負債表日期的收市匯率換算；
- (ii) 每份損益賬內的收入和費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數；在此情況下，收支項目按交易日期的匯率換算)；及
- (iii) 所有由此產生的匯兌差額確認為權益的獨立組成項目。

在綜合賬目時，換算海外業務的淨投資所產生的匯兌差額列入股東權益。當售出或清理部份海外業務時，該等計入權益內的匯兌差額在損益表確認為出售盈虧的一部份。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the consolidated profit and loss account during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the costs of items of property, plant and equipment over their estimated useful lives, as follows:

Leasehold improvements	Over the lease term
Furniture, fixtures and equipment	3 to 6 years
Motor vehicles	4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised in the consolidated profit and loss account.

2 主要會計政策 (續)

2.7 物業、廠房及設備

物業、廠房及設備乃以歷史成本減除累計折舊及減值虧損後入賬。歷史成本包括收購該項目直接應佔的開支。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產（按適用）。已更換零件的賬面值已被剔除入賬。所有其他維修及保養在產生的財政期間內於損益賬支銷。

折舊乃按以下的估計可使用年期將成本依直線法計算：

租賃物業裝修	按租賃期
傢俬、裝置及設備	3至6年
汽車	4年

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額。（附註2.8）

出售之盈虧取決於銷售所得款項與賬面數額之比較，並於綜合損益賬入賬。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.8 Impairment of investments in subsidiaries, jointly controlled entity, associate and other non-financial assets

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

2.9 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Derivatives that are not designated as hedging instruments are classified as financial assets or liabilities at fair value through profit or loss. Gains or losses arising from changes in the fair value are recognised in the consolidated profit and loss account.

The Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedge). The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

2 主要會計政策 (續)

2.8 所佔附屬公司權益、所佔共同發展公司、聯營公司及其他非財務資產的減值

沒有確定使用年期之資產無需攤銷，但最少每年就減值進行測試。各項資產，當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額於損益賬內確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時，資產將按可識辨現金流量（現金產生單位）的最低層次組合。除商譽以外的非財務資產減值將於每個財務報告日評估其逆轉的可能性。

2.9 衍生金融工具及對沖活動

衍生工具初步按於衍生工具合約訂立日之公平值確認，其後按公平值重新計量。確認所產生之收益或虧損的方法取決於該衍生工具是否指定作對沖工具，如指定為對沖工具，則取決於其所對沖項目之性質。非指定作為對沖之衍生工具分類為按公平值透過損益記賬之財務資產或負債，按公平值透過損益記賬。公平值變動的盈利或虧損在綜合損益賬確認。

本集團指定衍生工具作為對沖非常可能的預測交易（現金流量對沖）。本集團於訂立交易時就對沖工具與對沖項目之關係，以至其風險管理目標及執行多項對沖交易之策略作檔記錄。本集團亦於訂立對沖交易時和按持續經營基準，記錄其對於該等用於對沖交易之衍生工具，是否高度有效地抵銷對沖項目公平值或現金流量變動的評估。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.9 Derivative financial instruments and hedging activities (Continued)

The fair values of derivative instruments used for hedging purposes are disclosed in Note 21. Movements on the hedging reserve are shown in the Consolidated Statement of Changes in Equity. The full fair value of hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedge item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated profit and loss account.

Amounts accumulated in hedging reserve are recycled in the consolidated profit and loss account in the periods when the hedged item affects profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory), the gains and losses previously deferred in hedging reserve are transferred from hedging reserve and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in case of inventory.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in hedging reserve at that time remains in hedging reserve and is recognised when the forecast transaction is ultimately recognised in the consolidated profit and loss account. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in hedging reserve is immediately transferred to the consolidated profit and loss account.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of these derivative instruments are recognised immediately in the consolidated profit and loss account.

2 主要會計政策 (續)

2.9 衍生金融工具及對沖活動 (續)

作對沖用途的衍生工具的公平值在附註 21 中披露。對沖儲備變動載於綜合權益轉變報表。假若對沖衍生工具的公平價值餘下至到期日超過 12 個月，將會被分類為非流動資產或負債，但餘下至到期日少於 12 個月，則被分類為流動資產或負債。

被指定並符合資格作為現金流量對沖之衍生工具之公平值變動的有效部份於對沖儲備中確認。與無效部份有關的盈虧即時在綜合損益賬確認。

在對沖儲備累計的金額當被對沖項目將影響盈利或虧損時於綜合損益賬中確認。然而，當被對沖的預測交易導致一項非財務資產（例如：存貨）的確認，之前在對沖儲備中遞延入賬的收益和虧損自對沖儲備中撥出，並列入該資產成本的初步計量中。遞延金額最終在已售貨品成本（如屬存貨）中確認。

當一項對沖工具到期或售出後，或當對沖不再符合對沖會計處理的條件時，其時在對沖儲備中存有的任何累計盈虧仍保留在對沖儲備內，並於未來交易最終在綜合損益賬內確認時確認入賬。當某項未來交易預期不會再出現時，在對沖儲備中申報的累計盈虧即時轉撥入綜合損益賬。

若干衍生工具不符合採用對沖會計處理。任何不符合對沖會計處理的衍生工具的公平值變動，即時於綜合損益賬內確認。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.10 Inventories

Inventories comprise merchandise for resale and are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs of purchases, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling prices in the ordinary course of business, less applicable variable selling expenses. Costs of inventories include the transfer from hedging reserve of any gains/losses on qualifying cash flow hedges relating to purchases of merchandises for resale.

2.11 Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated profit and loss account. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against consolidated profit and loss account.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturity of 3 months or less, and bank overdrafts.

2.13 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.14 Payables

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策 (續)

2.10 存貨

存貨包括作轉售的商品，按照成本值與可變現淨值兩者中的較低數額報值。成本乃按照加權平均法計算，包括所有購買成本，加工成本及將存貨付運至現址及達至現狀之其它成本。可變現淨值為在通常業務過程中的估計銷售價，減適用的變動銷售費用。存貨成本包括自對沖儲備轉撥的與購買作轉售的商品有關的合資格現金流量對沖的任何收益／損失。

2.11 應收賬項

應收賬項初步以公平值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。當有客觀證據證明本集團將無法按應收款的原有條款收回所有賬項時，即就應收賬項設定減值撥備。撥備金額為資產賬面值與按實際利率貼現的估計未來現金流量的現值兩者的差額。資產的賬面值透過使用備付賬戶削減，而有關的虧損數額則在綜合損益賬中確認。如一項應收賬項無法收回，其會與應收賬項內的備付賬戶撇銷。之前已撇銷的賬項如其後收回，將撥回綜合損益賬內。

2.12 現金及現金等值項目

現金及現金等價物包括現金、銀行通知存款、原到期日為三個月或以下的其它短期高流動性投資，以及銀行透支。

2.13 股本

普通股被列為權益。直接歸屬於發行新股或認股權的新增成本在權益中列為所得款的減少（扣除稅項）。

2.14 應付賬項

應付賬項初步以公平值確認，其後利用實際利息法按攤銷成本計量。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.15 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated profit and loss account over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.16 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries, associate and jointly controlled entity operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associate and jointly controlled entity, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2 主要會計政策 (續)

2.15 借貸成本

貸款初步按公平值並扣除產生的交易成本確認。貸款其後按攤銷成本列賬；所得款（扣除交易成本）與贖回價值的任何差額利用實際利息法於貸款期間內在綜合損益賬確認。

除非本集團有無條件權利將負債的結算遞延至結算日後最少 12 個月，否則貸款分類為流動負債。

2.16 當期及遞延所得稅

本期間的稅項支出包括當期和遞延稅項。當期所得稅支出根據本公司及其附屬公司，聯營公司及共同發展公司營運及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

遞延所得稅採用負債法就資產及負債之稅基與它們在綜合賬項之賬面值兩者之短暫時差作確認。遞延所得稅採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延所得稅乃就向附屬公司、聯營公司及所佔共同發展公司所作投資之短暫時差而撥備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provision are not recognised for future operating losses. The Group makes provision on onerous contracts when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be received from it.

2.18 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Bonus plan

Provision for bonus plan is recognised where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Pension schemes

The Group operates the following principal pension schemes:

Defined contribution schemes

Contributions to the schemes are expensed as incurred and are reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions. The assets of the schemes are held separately from those of the Group in independently administered funds.

Mandatory provident funds

Contributions to the Mandatory Provident Fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to the profit and loss account when incurred.

2 主要會計政策 (續)

2.17 撥備

倘若本集團須就已發生的事件承擔法律或推定責任，而且履行責任可能涉及經濟效益的流出，並可作出可靠的估計，便會就不肯定時間或數額的負債確認撥備。不就未來營業虧損確認撥備。當履行某合約承擔所引致之不可避免的成本高於預期所產生之經濟利益時，集團會就此虧損性合約確立撥備。

2.18 僱員福利

(a) 僱員應享假期

僱員在年假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(b) 獎金計劃

本集團如有合約責任或依據過往做法產生推定責任，則確認獎金計劃之負債撥備。

(c) 退休金計劃

本集團設有下列主要的退休金計劃：

界定供款計劃

本集團向該等計劃作出的供款均在產生時列支。倘若部分僱員在可全數獲享供款的利益前退出計劃而被沒收供款，則供款額或會減少。該等計劃的資產與本集團的資產是透過獨立管理的基金分開持有。

強制性公積金

根據香港《強制性公積金計劃條例》的規定作出的強制性公積金供款，均於產生時在綜合損益賬列支。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.18 Employee benefits (Continued)

(c) Pension schemes (Continued)

The Group also participates in the employee pension schemes operated by the municipal governments of various cities in the People's Republic of China ("PRC"). The municipal governments are responsible for the entire pension obligations payable to retired employees. The only obligation of the Group is to pay the ongoing required contribution under these schemes. The contributions are charged to the consolidated profit and loss account as incurred.

Under these plans, the Group has no legal or constructive obligation to make further payment once the required contributions have been paid. Contributions to these plans are expensed as incurred.

(d) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated profit and loss account with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2 主要會計政策 (續)

2.18 僱員福利 (續)

(c) 退休金計劃 (續)

本集團亦參與中華人民共和國(「中國」)多個市政府所管理之僱員退休金計劃。市政府承擔向僱員支付退休金之全部責任。本集團之唯一責任乃根據該等計劃支付持續所需之供款有關供款於支出時計入綜合損益表。

在這些計劃下，於本集團支付所須供款後，再無作其他供款之法律或推定責任。該等計劃供款均於產生時列支。

(d) 以股份為基礎的補償

本集團設有一項以權益償付、以股份為基礎的補償計劃。僱員為獲取授予認股權而提供的服務的公平值確認為費用。在歸屬期間內將予支銷的總金額參考授予的認股權的公平值釐定，不包括任何非市場既定條件(例如盈利能力和銷售增長目標)的影響。非市場既定條件包括在有關預期可予以行使的認股權數目的假設中。總支銷的金額在歸屬期間內確認，歸屬期間指符合所有特定歸屬條件的期間。

在每個結算日，本集團依據非市場既定條件修訂其對預期可予以行使認股權數目的估計。本集團在綜合損益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在認股權行使時，所收到的款項扣除任何直接應佔的交易成本後，撥入股本(賬面值)和股本溢價。

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates, discounts and after eliminating sales within the Group.

(a) Sales of goods – retail

Sales of goods are recognised when a group company sells a product to the customer. Retail sales are usually settled in cash or by credit card.

(b) Sales of goods – wholesale

Sales of goods are recognised when a group company has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(d) Management fee and commission income

Management fee and commission income is recognised in the accounting period in which the services are rendered.

2.20 Leases (as the lessee for operating leases)

Leases under which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are charged to the consolidated profit and loss account on the straight-line basis over the period of the lease.

2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

2 主要會計政策 (續)

2.19 收入確認

收益指本集團在通常活動過程中出售貨品及服務的已收或應收代價的公平值。收益在扣除增值稅、退貨、回扣和折扣，以及對銷集團內部銷售後列賬。

(a) 貨品銷售 – 零售

貨品銷售在本集團公司向顧客出售產品後確認。零售銷售一般以現金或信用卡結賬。

(b) 貨品銷售 – 批發

貨品銷售在本集團公司已將貨品交付予顧客，顧客接收產品後，以及有關應收款的收回可合理確保時確認。

(c) 利息收入

利息收入乃按時間比例使用實際利率法確認。

(d) 管理費及佣金收入

管理費及佣金收入在提供服務時按該會計期間確認。

2.20 租賃 (作為營業租賃的承租人)

如租賃擁有權的重大部份風險和回報由出租人保留，分類為經營租賃。根據經營租賃支付的款項，扣除自出租人收取之任何優惠後，於租賃期內以直線法在綜合損益賬支銷。

2.21 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的期間內於本集團的賬項內列為負債。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it mainly to foreign exchange risk, credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme seeks to minimise potential adverse effects on the Group's financial performance. It is the policy of the Group not to enter into derivative transactions for speculative purposes.

(i) Foreign exchange risk

The Group operates mainly in Hong Kong and the PRC, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euros, Renminbi ("RMB") and United States dollars ("USD"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Exposure to movements in exchange rates on individual transactions denominated in Euros in the Group is minimised using forward foreign exchange contracts where active markets for the relevant currencies exist.

The Group's risk management policy is to hedge all highly probable transactions in Euros, provided that the cost of the foreign exchange forward or derivative contract is not prohibitively expensive in comparison to the underlying exposure.

As the Group has effectively hedged against the Euros for both years, the Group is exposed to minimal foreign exchange risk against Euros.

As at 31 March 2009, if HK\$ had weakened/strengthened by 2% (2008: 10%) against the RMB with all other variables held constant, pre-tax loss would have been HK\$836,000 (2008: HK\$4,591,000) lower/higher, arising mainly as a result of foreign exchange gains/losses on translation of RMB-denominated trade receivables.

As at 31 March 2009 if HK\$ had weakened/strengthened by 0.5% (2008: 0.5%) against the USD with all other variables held constant, pre-tax loss for the year would have been HK\$433,000 (2008: HK\$921,000) lower/higher, mainly as a result of foreign exchange gains/losses on translation of USD-denominated bank deposits and trade payables.

3 金融風險管理

3.1 金融風險因素

本集團之業務主要受到外匯風險、信貸風險、流動資金風險及現金流量利率風險之影響。本集團的整體風險管理計劃尋求儘量減低對本集團財務表現的潛在不利影響。本集團的政策是不作投機性的衍生工具交易。

(i) 外匯風險

本集團主要於香港及中國經營，並承受多種不同貨幣產生的外匯風險，而主要涉及歐元、人民幣及美元的風險。外匯風險來自未來商業交易、已確認資產和負債以及海外業務的淨投資。

當個別歐元交易承受匯率變動影響的風險，而有關貨幣有活躍市場時，本集團會以外匯期貨合約把有關風險減至最低。

集團的風險管理政策是假若期貨或衍生外匯合約的成本與基本風險比較並非異常高昂，則會對歐元所有可能性甚高的交易作對沖。

由於本集團於兩年來均對歐元進行有效對沖，故集團所受的歐元匯率風險極低。

於二〇〇九年三月三十一日，倘港幣兌人民幣貶值／升值2%（二〇〇八年：10%），而所有其他因素維持不變，則除稅前虧損將減少／增加港幣836,000元（二〇〇八年：港幣4,591,000元），主要由於換算以人民幣為單位的應收賬項所產生之匯兌收益／虧損。

於二〇〇九年三月三十一日，倘港幣兌美元貶值／升值0.5%（二〇〇八年：0.5%），而所有其他因素維持不變，則年度除稅前虧損將會減少／增加港幣433,000元（二〇〇八年：港幣921,000元），主要因為換算以美元為單位的銀行存款及應付貿易賬項的匯兌收益／虧損。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk

The Group is exposed to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Credit risk is managed on a group basis and individual basis. Credit risk arises from cash and cash equivalents and deposits with banks, as well as credit exposures to wholesales and retail customers, including outstanding receivables.

Impairment provisions are made for losses that have been incurred at the balance sheet date. The Group limits its exposure to credit risk by rigorously selecting the counterparties including the deposits-takers and debtors and by diversification. Deposits are placed only with major and sizeable banks approved by the Board from time to time and there was no significant concentration risk to a single counterparty. The Group mitigates its exposure to risks relating to trade receivable by its established procedures in granting credit only to customers with sound credit track records. Sales to retail customers are settled in cash or using major credit cards. No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by these counterparties.

As at 31 March 2009, the financial assets of the Group that were exposed to credit risk and their maximum exposure were as follows:

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(ii) 信貸風險

本集團須承受信貸風險，而信貸風險為對方未能支付到期付款之風險。信貸風險按整體及個別基準管理。信貸風險來自現金及現金等價物及銀行存款，以及就批發及零售客戶而承受之信貸（包括未償還應收賬項）。

就於結算日已產生之虧損而言，將會作出減值撥備。本集團透過嚴選對手方（包括接受存款人及債務人）及分散方式為所承受之信貸風險設限。存款僅存放於董事會不時審批之主要及具規模銀行，且對單一對手方並無重大集中風險。本集團以其既有僅向具備良好信貸記錄之客戶授予信貸之程序盡量減低須承受有關之業務應收賬項之風險。對主要零售客戶進行之銷售乃以現金或主要信用卡結付。於呈報期內並無超越信貸限額，而管理層並不預期有任何因此等對手方未能還款而導致之虧損。

於二〇〇九年三月三十一日，本集團須承受信貸風險之財務資產及有關財務資產之最高風險如下：

		31 March 2009 二〇〇九年三月三十一日		31 March 2008 二〇〇八年三月三十一日	
		Carrying amount in balance sheet	Maximum exposure to credit risk	Carrying amount in balance sheet	Maximum exposure to credit risk
		於資產負債表 之賬面值	須承受之最高 信貸風險	於資產負債表 之賬面值	須承受之最高 信貸風險
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Financial assets:	財務資產：				
Cash and cash equivalents	現金及現金 等值項目	213,275	212,579	251,129	250,791
Trade receivables	應收賬項	31,992	31,992	49,162	49,162
Deposit and other assets	訂金及其它資產	48,518	48,518	58,609	58,609

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(iii) Liquidity risk

Liquidity risk is the risk that funds will not be available to meet liabilities as and when they fall due, and it results from amount and maturity mismatches of assets and liabilities. Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. The Group had aggregate borrowing facilities of approximately HK\$233,000,000 as at 31 March 2009 (2008: HK\$252,500,000). Borrowing facilities utilised as at 31 March 2009 amounted to approximately HK\$14,774,000 (2008: HK\$13,915,000). The banking facilities were secured by corporate guarantees from the Company.

The table below analyses the Group's financial liabilities which have contractual maturities less than 1 year.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(iii) 流動資金風險

流動資金風險為資金未能應付到期債項之風險，因資產及負債之金額及年期錯配所致。審慎流動資金風險管理包括維持足夠的現金、由足額的已承諾信貸額提供可用的資金、及有能力結束市場倉位。本集團使用預測現金流分析管理信貸風險，方法為預測所需現金數額及監管本集團之營運資金，以確保能應付所有到期債項及已知資金需求。此外，銀行信貸已準備作或然用途。於二〇〇九年三月三十一日，本集團之可動用借貸總額為港幣 233,000,000 元（二〇〇八年：港幣 252,500,000 元）。於二〇〇九年三月三十一日，已動用的借貸總額約為港幣 14,774,000 元（二〇〇八年：港幣 13,915,000 元）。銀行信貸以本公司之企業擔保作保證。

下表顯示本集團合約到期日為一年以下的財務負債。

		Less than 1 year 一年以下	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Trade and bills payable	應付貿易賬項及應付票據	57,040	70,703
Other payables and accruals	其他應付賬項及應計項目	75,302	82,246
Amount due to associate	應付聯營公司款項	22,779	—
Amount due to jointly controlled entity	應付共同發展公司款項	—	31,086
Bank borrowings	銀行借款	3,876	—
Total	總額	158,997	184,035

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

The table below analyses the Group's derivative financial instruments which have contractual maturities less than 1 year.

		Less than 1 year 一年以下 HK\$'000 港幣千元
Group	集團	
At 31 March 2009	二〇〇九年三月三十一日	
Forward foreign exchange contracts – cash flow hedges:	遠期外匯合約—現金流量對沖：	
Outflow	— 流出	99,896
At 31 March 2008	二〇〇八年三月三十一日	
Forward foreign exchange contracts – cash flow hedges:	遠期外匯合約—現金流量對沖：	
Outflow	— 流出	245,963

(iv) Cash flow interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's income and operating cash flows are substantially independent of changes in market interest rates, except for the interest income derived from bank deposits. As at 31 March 2009, if interest rates on the bank deposits had been 100 basis points higher/lower with all other variables held constant, pre-tax loss for the year would have been HK\$1,082,000 (2008: HK\$2,068,000) lower/higher, mainly as a result of higher/lower interest income on bank deposits. Apart from the bank deposits, the Group has no significant interest bearing assets or liabilities.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(iii) 流動資金風險 (續)

下表顯示本集團合約到期日為一年以下的衍生金融工具。

(iv) 現金流量利率風險

現金流量利率風險為因市場利率變動而導致金融工具之未來現金流波動之風險。除來自銀行存款之利息收入外，本集團之收入及經營現金流量大致不受市場利率變動影響。在二〇〇九年三月三十一日，假若銀行存款利率高出/低了100基點，而所有其他因素維持不變，則該年度的除稅前虧損應減少/增加港幣1,082,000元（二〇〇八年：2,068,000元），主要因為銀行存款利息收入之增加/減少。除銀行存款外，本集團並無巨額之計息資產或負債。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

3.3 Fair value estimation

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques, such as discounted cash flow analysis and option pricing models.

The fair values of forward foreign exchange contracts are determined using quoted forward exchange rates at the balance sheet date.

The carrying values less impairment provisions of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3 金融風險管理 (續)

3.2 資金風險管理

本集團的資金管理政策，是保障集團能繼續營運，以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本。

本集團積極定期檢討及管理資本架構，力求達到最理想的資本架構及股東回報；過程中，本集團考慮的因素計有：本集團日後的資本需求與資本效率、當前及預期之盈利能力、預期之營運現金流、預期資本開支及預期策略投資機會等。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東發還之資金、發行新股或出售資產。

3.3 公平值估計

沒有在活躍市場買賣的金融工具的公平值利用估值技術釐定，例如貼現現金流量分析和期權定價模式。

外匯期貨合約的公平值利用結算日期貨市場匯率釐定。

貿易應收款和應付款的賬面值減減值準備，被假定接近其公平值。作為披露目的，金融負債公平值的估計按未來合約現金流量以本集團類似金融工具可得的現有市場利率貼現計算。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) *Estimated impairment of property, plant and equipment*

The Group assesses annually whether property, plant and equipment exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

(b) *Income taxes*

The Group is subject to income taxes in Hong Kong, the PRC and Taiwan. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4 關鍵會計估計及判斷

估計和判斷會被持續評估，並根據過往經驗和其它因素進行評價，包括在有關情況下相信對未來事件的合理預測。

4.1 關鍵會計估計及假設

本集團對未來作出估計和假設。所得的會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度的資產和負債的賬面值作出重大調整的估計和假設討論如下。

(a) *物業、廠房及設備的估計減值*

本集團每年審閱物業、廠房及設備是否出現減值。可收回數額按照使用價值計算而釐定。使用價值計算需要估計倘持續使用該資產而衍生之現金流入和流出，再以適當之貼現率應用到此等現金流量。估計現金流量和選擇貼現率均需運用判斷及估計。管理層相信任何合理可預見的使用價值計算之估計均不會令減值出現重大增加。

(b) *所得稅*

本集團需要在香港、中國及台灣繳納所得稅。在釐定全球所得稅撥備時，需要作出重大判斷。在一般業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延稅撥備。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(c) Provision for inventories

The Group makes provision for inventories based on an assessment of the net realisable value of inventories. Provision for inventories is recorded where events or changes in circumstances indicate that the carrying cost of inventories will not be fully realised. The quantification of inventory provisions requires the use of judgement and estimates. Where the outcomes are different from the original estimates, such differences will impact the carrying value of inventories and provisions for inventories in the years in which such estimates have been changed.

(d) Provision for onerous contract

The Group makes provision for onerous contract based on the estimated unavoidable costs of fulfilling the contract. The unavoidable costs reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it.

(e) Fair value of financial liability at fair value through profit or loss

The fair value of a financial liability at fair value through profit or loss that is not traded in an active market is determined by using valuation techniques, such as discounted cash flow analysis and option pricing models. The fair value derived from these valuation techniques is based on a number of assumptions. Any changes in these assumptions will impact the fair value determined and the amount recorded in the consolidated balance sheet.

5 TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in sales of designer fashion garments, cosmetics and accessories. Turnover recognised during the year are as follows:

4 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(c) 存貨撥備

本集團按存貨的可變現淨值評估作出存貨撥備。存貨撥備會於當有事件出現或情況改變顯示存貨賬面值會無法完全變現時記錄。存貨撥備的確認及量化需要運用判斷及估計。當結果與原來的估計不同，此等差額將會影響該估計轉變年度的存貨賬面值及存貨撥備。

(d) 虧損性合約撥備

本集團為履行某合約而導致的估計不可避免成本作出虧損性合約撥備。不可避免成本反映退出現存合約的最低淨成本值，亦即按照履行合約而產生的成本與未能履行而產生的任何補償或懲罰兩者中的較低數額報值。

(e) 按公平值透過損益記賬的金融負債之公平值

沒有在活躍市場買賣的按公平值透過損益記賬的金融負債之公平值，將利用估值技術釐定，例如貼現現金流量分析和期權定價模式。利用該等估值技術所釐定的公平值是根據多個假設所得。任何假設的更改均對公平值的釐定有所影響並記錄在綜合資產負債表。

5 營業額及分部資料

本集團主要從事名牌時裝、化妝品及配飾銷售。年內營業額確認如下：

	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Sale of goods	979,948	927,116

5 TURNOVER AND SEGMENT INFORMATION (Continued)

An analysis of the Group's turnover and segment information for the year by geographical segment is as follows:

5 營業額及分部資料 (續)

茲將本集團是年內按地域分部而劃分的營業額及分部資料分析列述如下：

		2009 二〇〇九年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	832,029	146,987	932	979,948
Operating profit/(loss)	營業盈利／(虧損)	33,053	(33,465)	(1,813)	(2,225)
Finance costs	融資成本				(707)
Share of profit of associate	所佔聯營公司盈利				416
Loss before income tax	除稅前虧損				(2,516)
Income tax credit	所得稅抵免				5,643
Profit attributable to equity holders	權益持有人應佔盈利				3,127
Segment assets	分部資產	541,613	81,769	954	624,336
Interest in associate	於聯營公司的權益				19,586
Unallocated assets	未分配資產				4,478
Total assets	資產總額				648,400
Segment liabilities	分部負債	123,544	34,552	1,994	160,090
Amount due to associate	應付聯營公司款項				22,779
Unallocated liabilities	未分配負債				645
Total liabilities	負債總額				183,514
Segment capital expenditures	分部資本性開支	32,331	3,976	—	36,307
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	25,226	7,736	—	32,962
Segment impairment charge of property, plant and equipment	分部物業、廠房及設備減值	723	9,196	—	9,919

5 TURNOVER AND SEGMENT INFORMATION (Continued)

5 營業額及分部資料 (續)

		2008 二〇〇八年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其它 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	830,557	95,241	1,318	927,116
Operating profit/(loss)	營業盈利／(虧損)	60,164	(15,718)	1,001	45,447
Finance costs	融資成本				(87)
Share of profit of jointly controlled entity	所佔共同發展公司盈利				11,113
Profit before income tax	除稅前盈利				56,473
Income tax expense	所得稅費用				(4,390)
Profit attributable to equity holders	權益持有人應佔盈利				52,083
Segment assets	分部資產	585,455	105,040	1,606	692,101
Interest in jointly controlled entity	共同發展公司權益				19,322
Unallocated assets	未分配資產				317
Total assets	資產總額				711,740
Segment liabilities	分部負債	117,025	44,278	3,292	164,595
Amount due to jointly controlled entity	應付共同發展公司款項				31,086
Unallocated liabilities	未分配負債				9,335
Total liabilities	負債總額				205,016
Segment capital expenditures	分部資本性開支	28,987	21,410	—	50,397
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	27,825	6,145	—	33,970
Segment impairment charge of property, plant and equipment	分部物業、廠房及設備減值	—	847	—	847

There are no sales or other transactions between the geographical segments.

在地域分部之間並無進行任何銷售或其它交易。

No business segment analysis is provided as over 90% of the Group's turnover and profit contribution came from the retail business during the year.

由於是年內超過 90% 的集團營業額及盈利貢獻乃來自零售業務，因此並無提供業務分部之分析。

6 OTHER INCOME

6 其他收入

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Interest income	利息收入	3,929	10,872
Management fee income	管理服務收入	1,965	3,771
Consignment commission	寄銷佣金	2,336	3,189
Sample and sundry sales	樣辦及雜項銷售	2,121	43
		10,351	17,875

7 EXPENSES BY NATURE

7 費用種類

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Cost of inventories (including provision for inventories)	存貨成本 (包括存貨撥備)	550,902	472,305
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	32,962	33,970
Operating lease rentals in respect of land and buildings	土地及樓宇 之經營租賃租金		
– minimum lease payments	– 最低租金付款	182,968	174,702
– contingent rents	– 或然租金	23,196	26,645
Auditor's remuneration	核數師酬金	1,213	1,101
Gain on disposal of property, plant and equipment	出售物業、 廠房及設備盈利	(1,070)	(754)
Net exchange gains	匯兌盈利淨額	(1,290)	(4,294)
Staff costs (including directors' remuneration (Note 10))	職工成本 (包括董事酬金 – 附註 10)		
Wages and salaries	工資及薪酬	113,951	120,373
Pension costs – defined contribution schemes	退休金成本 – 界定供款計劃	5,901	5,049
		119,852	125,422
Other expenses	其它費用	75,096	78,100
		983,829	907,197

8 OTHER (LOSSES)/GAINS, NET

8 其它淨（虧損）／收益

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Impairment charge of property, plant and equipment	物業、廠房及設備減值	(9,919)	(847)
Net cost of transferring shares in jointly controlled entity (Note 20)	轉讓共同發展公司股份之成本淨額（附註 20）	(3,931)	—
Write back of provision for unfulfilled purchase commitment	未履行的採購承諾的回撥	2,773	8,500
Fair value gain on financial liability at fair value through profit or loss (Note 21)	按公平值透過損益記賬的金融負債之公平值收益（附註 21）	2,382	—
		(8,695)	7,653

9 FINANCE COSTS

9 融資成本

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Interest on bank loans and overdrafts	銀行貸款透支的利息	707	87

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments of every director for the year ended 31 March 2009 are set out below:

Name of Director	董事名稱	Fee 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、 津貼及 實物福利 HK\$'000 港幣千元	Discretionary bonuses and/or performance- related bonuses 非硬性及/或 按業績而定 的花紅 HK\$'000 港幣千元	Pension scheme contributions 退休金 計劃供款 HK\$'000 港幣千元	2009	2008
						Total 二〇〇九年 總額 HK\$'000 港幣千元	Total 二〇〇八年 總額 HK\$'000 港幣千元
Mrs. Joyce E. Ma [*]	馬郭志清女士 [*]	—	—	—	—	—	2,970
Ms. Adrienne M. Ma [*]	馬美儀女士 [*]	—	—	—	—	—	2,701
Mr. Antonio Chan [#]	陳思孝先生 [#]	—	45	—	—	45	45
		—	45	—	—	45	5,716

^{*} Resigned as directors with effect from 7 March 2008

[#] An independent non-executive director

Except for the directors as disclosed above, no other directors of the Company received any emoluments for the years ended 31 March 2008 and 2009.

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

10 董事及高級管理人員酬金

(a) 董事酬金

截至二〇〇九年三月三十一日止年度內各董事的酬金詳列如下：

^{*} 於二〇〇八年三月七日辭任董事

[#] 獨立非執行董事

截至二〇〇八年及二〇〇九年三月三十一日止年度，除上述所列的董事外，本公司並無其他董事收取任何酬金。

年內本公司應付的董事酬金總額分述如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Fees	袍金	—	—
Other emoluments: Salaries, allowances and benefits in kind	其它報酬： 薪金、津貼 及實物福利	45	5,601
Pension scheme contributions	退休金計劃供款	—	115
		45	5,716
		45	5,716

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid employees

The five employees whose emoluments were the highest in the Group for the year include no directors (2008: 2), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2008: 3) highest paid employees during the year are as follows:

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,150	4,674
Discretionary bonuses and/or performance-related bonuses	非硬性及/或按業績而定的花紅	677	886
Pension scheme contributions	退休金計劃供款	309	234
		8,136	5,794

The emoluments of the highest paid employees fell within the following bands:

		Number of employees 僱員人數	
		2009 二〇〇九年	2008 二〇〇八年
Bands	級別		
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	4	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	—	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	—	—
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	—	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	—
		5	3

(c) No emoluments have been paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 March 2008 and 2009.

10 董事及高級管理人員酬金 (續)

(b) 五名最高薪酬僱員

年內五名最高薪酬之僱員並無董事（二〇〇八年：兩名），其酬金詳情已載於上文附註 10 (a) 內。五名（二〇〇八年：三名）最高薪酬僱員之酬金如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,150	4,674
Discretionary bonuses and/or performance-related bonuses	非硬性及/或按業績而定的花紅	677	886
Pension scheme contributions	退休金計劃供款	309	234
		8,136	5,794

最高薪酬僱員之酬金級別如下：

		Number of employees 僱員人數	
		2009 二〇〇九年	2008 二〇〇八年
Bands	級別		
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	4	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	—	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	—	—
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	—	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	—
		5	3

(c) 於截止二〇〇八年及二〇〇九年三月三十一日止年度期間，本集團並無向任何董事或五名最高薪酬僱員支付酬金作為彼等加入或於加入本集團時之獎勵，或作為離任之賠償。

11 INCOME TAX (CREDIT)/EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profit for the year. No provision for Hong Kong profits tax has been made for the year ended 31 March 2009 as the Group has no estimated assessable profit.

No provision for overseas profits tax has been made as the Group has no estimated assessable profit in the current year (2008: Nil).

- (a) The amount of taxation (credited)/charged to the consolidated profit and loss account represents:

11 所得稅（抵免）／費用

香港所得稅已按照本年度估計應課稅利潤以稅率 16.5%（二〇〇八年：17.5%）提撥準備。由於本集團於截至二〇〇九年三月三十一日止年度並無產生任何估計應課稅盈利，因此並無就香港利得稅作出任何撥備。

由於本集團於本年度並無產生任何估計應課稅海外盈利，因此並無就海外利得稅作出任何撥備（二〇〇八年：無）。

- (a) 從綜合損益賬內（計入）／扣除的稅項金額為：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
– Current income tax	– 本期所得稅	—	8,884
– Overprovision in prior years	– 以往年度撥備的高估	(8,230)	(2,694)
Deferred income tax (Note 28)	遞延所得稅（附註 28）	2,587	(1,800)
		(5,643)	4,390

11 INCOME TAX (CREDIT)/EXPENSE (Continued)

(b) The taxation on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
(Loss)/profit before income tax	除稅前 (虧損) / 盈利	(2,516)	56,473
Calculated at a taxation rate of 16.5% (2008:17.5%)	按 16.5% 稅率計算之稅項 (二〇〇八年: 17.5%)	(415)	9,883
Effect of different taxation rate in other country	其它國家不同稅率之影響	(2,619)	(1,422)
Effect of share of profit of associate	所佔聯營公司盈利之影響	(69)	—
Effect of share of profit of jointly controlled entity	所佔共同發展公司盈利之影響	—	(1,945)
Expenses not deductible for taxation purpose	不可扣稅之支出	7,114	2,185
Income not subject to taxation	無須課稅之收入	(1,601)	(3,857)
Effect of tax losses unrecognised	未確認應課稅虧損之影響	2,019	2,759
Utilisation of unrecognised tax losses of previous years	使用前年度未有確認之應課稅虧損	(4,323)	(2,819)
Recognition of previously unrecognised temporary differences	確認早前未確認之短暫差距	1,878	—
Overprovision in prior years	以往年度撥備的高估	(8,230)	(2,694)
Effect of change in tax rates	稅率改變的影響	246	—
Others	其它	357	2,300
Income tax (credit)/expense	所得稅 (抵免) / 費用	(5,643)	4,390

12 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS

The profit attributable to equity holders is dealt with in the financial statements of the Company to the extent of HK\$35,108,000 (2008: profit of HK\$9,873,000).

13 DIVIDEND

Final, proposed, of Nil
(2008: 1.4 cents) per ordinary share

末期，擬派股息－普通股每股無
(二〇〇八年：1.4 仙)

The directors do not recommend any final dividend for the year ended 31 March 2009.

11 所得稅 (抵免) / 費用 (續)

(b) 本集團有關除稅前 (虧損) / 盈利之稅項與採用香港利得稅稅率而計算之理論稅額之差額如下：

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
(Loss)/profit before income tax	除稅前 (虧損) / 盈利	(2,516)	56,473
Calculated at a taxation rate of 16.5% (2008:17.5%)	按 16.5% 稅率計算之稅項 (二〇〇八年: 17.5%)	(415)	9,883
Effect of different taxation rate in other country	其它國家不同稅率之影響	(2,619)	(1,422)
Effect of share of profit of associate	所佔聯營公司盈利之影響	(69)	—
Effect of share of profit of jointly controlled entity	所佔共同發展公司盈利之影響	—	(1,945)
Expenses not deductible for taxation purpose	不可扣稅之支出	7,114	2,185
Income not subject to taxation	無須課稅之收入	(1,601)	(3,857)
Effect of tax losses unrecognised	未確認應課稅虧損之影響	2,019	2,759
Utilisation of unrecognised tax losses of previous years	使用前年度未有確認之應課稅虧損	(4,323)	(2,819)
Recognition of previously unrecognised temporary differences	確認早前未確認之短暫差距	1,878	—
Overprovision in prior years	以往年度撥備的高估	(8,230)	(2,694)
Effect of change in tax rates	稅率改變的影響	246	—
Others	其它	357	2,300
Income tax (credit)/expense	所得稅 (抵免) / 費用	(5,643)	4,390

12 權益持有人應佔盈利

權益持有人應佔盈利港幣 35,108,000 元 (二〇〇八年：港幣 9,873,000 元) 已計入本公司賬項內。

13 股息

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Final, proposed, of Nil (2008: 1.4 cents) per ordinary share	末期，擬派股息－普通股每股無 (二〇〇八年：1.4 仙)	—	22,736

於二〇〇九年六月十七日舉行之會議上，董事會並未建議派發末期股息。

14 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the consolidated profit attributable to equity holders for the year of HK\$3,127,000 (2008: HK\$52,083,000) and the weighted average number of ordinary shares of 1,624,000,000 (2008: 1,623,162,000) shares in issue during the year.

As the exercise price of the Company's outstanding share options were higher than the average market price of the Company's ordinary shares during the year ended 31 March 2008 and 2009, the outstanding share options have no dilutive effect on the earnings per share.

15 PROPERTY, PLANT AND EQUIPMENT

14 每股盈利

每股基本盈利乃按是年權益持有人應佔盈利港幣3,127,000元（二〇〇八年：港幣52,083,000元）及是年內一直皆已發行的1,624,000,000股（二〇〇八年：1,623,162,000股）普通股加權平均數而計算。

由於本公司已授出而尚未行使的認股權之行使價較本公司普通股於年內平均市價為高，故認股權並無對截至二〇〇八及二〇〇九年三月三十一日止年度內的每股盈利造成任何攤薄影響。

15 物業、廠房及設備

		Group 集團			
		Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2007	二〇〇七年四月一日				
Cost	成本	74,647	95,876	1,286	171,809
Accumulated depreciation and impairment	累計折舊 及減值	(46,367)	(70,300)	(738)	(117,405)
Net book value	賬面淨值	28,280	25,576	548	54,404
Year ended 31 March 2008	二〇〇八年三月三十一日				
Opening net book value	期初賬面淨值	28,280	25,576	548	54,404
Additions	添置	30,725	19,672	—	50,397
Disposals/write-off	出售/撤銷	—	(11)	—	(11)
Depreciation	折舊	(18,437)	(15,301)	(232)	(33,970)
Impairment charge	減值	(744)	(103)	—	(847)
Exchange differences	匯兌差額	1,492	265	—	1,757
Closing net book value	期終賬面淨值	41,316	30,098	316	71,730
At 31 March 2008	二〇〇八年三月三十一日				
Cost	成本	99,214	107,088	1,286	207,588
Accumulated depreciation and impairment	累計折舊 及減值	(57,898)	(76,990)	(970)	(135,858)
Net book value	賬面淨值	41,316	30,098	316	71,730

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

15 物業、廠房及設備 (續)

		Group 集團			
		Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Year ended 31 March 2009	二〇〇九年三月三十一日				
Opening net book value	期初賬面淨值	41,316	30,098	316	71,730
Additions	添置	20,048	16,259	—	36,307
Disposals/write-off	出售/撇銷	(15)	(27)	—	(42)
Depreciation	折舊	(18,840)	(13,976)	(146)	(32,962)
Impairment charge	減值	(8,931)	(988)	—	(9,919)
Exchange differences	匯兌差額	90	14	—	104
Closing net book value	期終賬面淨值	33,668	31,380	170	65,218
At 31 March 2009	二〇〇九年三月三十一日				
Cost	成本	113,471	114,036	1,286	228,793
Accumulated depreciation and impairment	累計折舊 及減值	(79,803)	(82,656)	(1,116)	(163,575)
Net book value	賬面淨值	33,668	31,380	170	65,218

The directors have reviewed the carrying values of assets and an impairment charge of HK\$9,919,000 (2008: HK\$847,000) was made against the property, plant and equipment of certain retail shops. The carrying values of assets exceeded their recoverable amounts which were determined based on the value-in-use of relevant assets estimated by directors as at 31 March 2009 and 2008, respectively.

董事已對資產的賬面值進行評估並以零售店舖的營運業績作為參考，因此為若干零售店舖的物業、廠房及設備作出減值為港幣 9,919,000 元（二〇〇八年：港幣 847,000 元）。於二〇〇八及二〇〇九年三月三十一日，資產的賬面值均超過按董事以使用價值計算的可收回總額。

15 PROPERTY, PLANT AND EQUIPMENT (Continued)
15 物業、廠房及設備 (續)

		Company 公司		
		Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2007		二〇〇七年四月一日		
Cost	成本	13,243	17,139	30,382
Accumulated depreciation	累計折舊	(8,914)	(16,165)	(25,079)
Net book value	賬面淨值	4,329	974	5,303
Year ended 31 March 2008		二〇〇八年三月三十一日		
Opening net book value	期初賬面淨值	4,329	974	5,303
Additions	添置	43	456	499
Depreciation	折舊	(3,085)	(627)	(3,712)
Closing net book value	期終賬面淨值	1,287	803	2,090
At 31 March 2008		二〇〇八年三月三十一日		
Cost	成本	13,286	17,595	30,881
Accumulated depreciation	累計折舊	(11,999)	(16,792)	(28,791)
Net book value	賬面淨值	1,287	803	2,090
Year ended 31 March 2009		二〇〇九年三月三十一日		
Opening net book value	期初賬面淨值	1,287	803	2,090
Additions	添置	568	791	1,359
Depreciation	折舊	(343)	(569)	(912)
Closing net book value	期終賬面淨值	1,512	1,025	2,537
At 31 March 2009		二〇〇九年三月三十一日		
Cost	成本	13,854	18,386	32,240
Accumulated depreciation	累計折舊及減值	(12,342)	(17,361)	(29,703)
Net book value	賬面淨值	1,512	1,025	2,537

16 FINANCIAL INSTRUMENTS BY CATEGORY

16 按種類劃分的財務工具

		Group 集團		Total 總額 HK\$'000 港幣千元
		Loans and receivables 貸款 及應收款 HK\$'000 港幣千元	Derivatives used for hedging 用作對沖的 衍生工具 HK\$'000 港幣千元	
Assets as per consolidated balance sheet	綜合資產負債表 所示之資產			
At 31 March 2009	二〇〇九年三月三十一日			
Trade and other receivables	貿易及其它應收賬項	31,992	—	31,992
Deposits and other assets	訂金及其它資產	48,518	—	48,518
Cash and cash equivalents	現金及現金等值項目	213,275	—	213,275
Total	總額	293,785	—	293,785
At 31 March 2008	二〇〇八年三月三十一日			
Trade and other receivables	貿易及其它應收賬項	49,162	—	49,162
Deposits and other assets	訂金及其它資產	58,609	—	58,609
Financial derivative assets	衍生金融工具資產	—	22,762	22,762
Cash and cash equivalents	現金及現金等值項目	251,129	—	251,129
Total	總額	358,900	22,762	381,662

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按種類劃分的財務工具 (續)

		Group 集團			Total 總額 HK\$'000 港幣千元
		Liability at fair value through profit or loss 按公平值 透過損益 記賬的負債 HK\$'000 港幣千元	Derivatives used for hedging 用作對沖的 衍生工具 HK\$'000 港幣千元	Other financial liabilities 其它財務 負債 HK\$'000 港幣千元	
Liabilities as per consolidated balance sheet	綜合資產負債表 所示之負債				
At 31 March 2009	二〇〇九年三月三十一日				
Trade and bills payable	應付貿易賬項及應付票據	—	—	57,040	57,040
Other payables and accruals	其它應付賬項及應計項目	—	—	75,302	75,302
Amount due to associate	應付聯營公司款項	—	—	22,779	22,779
Bank borrowings	銀行借款	—	—	3,876	3,876
Financial derivative liabilities	衍生金融工具負債	—	12,844	—	12,844
Financial liability at fair value through profit or loss	按公平值透過損益記賬 的金融負債	1,394	—	—	1,394
Total	總額	1,394	12,844	158,997	173,235
At 31 March 2008	二〇〇八年三月三十一日				
Trade and bills payable	應付貿易賬項及應付票據	—	—	70,703	70,703
Other payables and accruals	其它應付賬項及應計項目	—	—	82,246	82,246
Amount due to jointly controlled entity	應付共同發展公司款項	—	—	31,086	31,086
Total	總額	—	—	184,035	184,035

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按種類劃分的財務工具 (續)

		Company 公司	
		Loans and receivables 貸款及應收款	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Assets as per company balance sheet	公司資產負債表所示之資產		
Deposits and other assets	訂金及其它資產	594	55
Amounts due from subsidiaries	應收附屬公司款項	319,798	274,611
Cash and cash equivalents	現金及現金等值項目	1,137	1,123
Total	總額	321,529	275,789
		Company 公司	
		Other financial liabilities 其它財務負債	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Liabilities as per company balance sheet	公司資產負債表所示之負債		
Other payables and accruals	其它應付賬項及應計項目	4,458	6,561
Amounts due to subsidiaries	應付附屬公司款項	26,856	26,856
Total	總額	31,314	33,417

17 DEPOSITS, PREPAYMENTS AND OTHER ASSETS**17 訂金、預付費用及其它資產**

		Group 集團		Company 公司	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Deposits	訂金	48,431	58,438	594	55
Prepayments	預付費用	1,935	4,291	227	247
Other assets	其它資產	87	171	—	—
		50,453	62,900	821	302
Less: Current portion	減：本期部分	(17,435)	(22,773)	(360)	—
Non-current portion	長期部分	33,018	40,127	461	302

The carrying amounts of deposit, prepayments and other assets approximate their fair values.

訂金、預付費用及其它資產之賬面值與其公平值大致相符。

18 INTERESTS IN SUBSIDIARIES**18 所佔附屬公司權益**

		Company 公司	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Unlisted shares, at cost less impairment	非上市股份， 按成本值扣除減值	97,243	133,141

The amounts due from/to subsidiaries are unsecured, interest-free, and repayable on demand. The carrying amounts of the balances approximate their fair values.

應收／應付附屬公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

Details of principal subsidiaries at 31 March 2009 are shown on page 124.

於二〇〇九年三月三十一日各主要附屬公司之有關資料已詳列於第 124 頁。

19 TRADE AND OTHER RECEIVABLES

19 貿易及其它應收賬項

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Trade receivables	貿易應收賬項	29,384	35,685
Other receivables	其它應收賬項	2,608	13,477
		31,992	49,162

Included in trade and other receivables are trade receivables with an ageing analysis at 31 March 2009 as follows:

於二〇〇九年三月三十一日的貿易及其它應收賬項內所包括的應收貿易賬項主要以港幣作為單位而其賬齡的分析列述如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Within 30 days	三十日內	20,330	25,648
Between 31 to 60 days	三十一日至六十日	4,057	6,148
Between 61 to 90 days	六十一日至九十日	3,589	3,881
Over 90 days	九十日以上	1,408	8
		29,384	35,685

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

本集團的應收賬項的賬面值以下列貨幣為單位：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Hong Kong dollars	港元	22,235	29,605
Renminbi	人民幣	7,149	6,080
		29,384	35,685

The Group has established credit policies and the general credit terms allowed range from 0 to 60 days.

本集團有既定的信貸政策，一般允許的信用期為零至六十日不等。

19 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables that are less than 60 days past due are not considered impaired. At 31 March 2009, trade receivables of HK\$4,997,000 (2008: HK\$3,889,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

Between 61 to 90 days	六十一日至九十日
Over 90 days	九十日以上
	4,997

Trade and other receivables do not contain impaired assets and the maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

Included in trade receivables is HK\$10,835,000 (2008: HK\$14,810,000) being amount due from a fellow subsidiary. The amount is unsecured, interest free and repayable in accordance to the Group's established credit policies.

19 貿易及其它應收賬項 (續)

逾期少於 60 日的貿易應收款不被視為經已減值。於二〇〇九年三月三十一日，貿易應收款港幣 4,997,000 元（二〇〇八年：港幣 3,889,000 元）經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄的獨立客戶。此等貿易應收款的賬齡分析如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Between 61 to 90 days	六十一日至九十日	3,589	3,881
Over 90 days	九十日以上	1,408	8
		4,997	3,889

貿易及其它應收賬項內沒有包含已減值資產。在報告日期，信貸風險的最高風險承擔為上述每類應收賬項的公平值。本集團不持有任何作為質押的抵押品。

包括在貿易應收賬項中的港幣 10,835,000 元（二〇〇八年：港幣 14,810,000 元）乃屬應收同系附屬公司款項。該款項乃無抵押、免息及按本集團既定的信貸政策還款。

**20 INTEREST IN ASSOCIATE/
JOINTLY CONTROLLED ENTITY**

20 聯營公司／共同發展公司權益

		Group 集團	
		Associate 聯營公司	Jointly controlled entity 共同發展公司
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
At 1 April	四月一日	19,322	8,209
Disposal of partial interest in jointly controlled entity	出售部分共同發展公司權益	(155)	—
Share of profit of associate/jointly controlled entity	所佔聯營公司／共同發展公司盈利	416	11,113
Exchange differences	匯兌差額	3	—
At 31 March	三月三十一日	19,586	19,322

On 1 April 2008, the Group disposed 1% equity interest in Marni (Hong Kong) Limited ("Marni HK"), a jointly controlled entity, to Marni International S.A. at a cash consideration of HK\$1. Marni HK became an associated company of the Group thereafter as the Group has retained significant influence over Marni HK subsequent to the disposal. As part of the transaction, the Group granted to Marni International S.A. a call option and Marni International S.A. granted to the Group a put option on the Group's remaining 49% equity interest in Marni HK, whereby on 1 April 2013, both parties may exercise the options at formula-based prices specified in the shareholders agreement. The options are classified as financial asset/(liability) at fair value through profit or loss and presented on a net basis in the consolidated balance sheet. The net fair value of the options as at 1 April 2008 and 31 March 2009 were (HK\$3,776,000) and (HK\$1,394,000) respectively (Note 21). As a result of the disposal transaction, the Group recognised a net cost of transferring shares in jointly controlled entity of HK\$3,931,000 and a fair value gain on financial liability at fair value through profit or loss of HK\$2,382,000 in other (losses)/gains, net, in the consolidated profit and loss account (Note 8) for the year ended 31 March 2009.

於二〇〇八年四月一日，本集團以港幣1元出售共同發展公司，即Marni (Hong Kong) Limited (「Marni HK」) 百分之二之股權予Marni International S.A.。由於在出售後本集團仍對Marni HK有重大影響力，故Marni HK自該日起成為本公司之聯營公司。作為交易的一部分，對於在Marni HK餘下的49%之權益，本集團給予Marni International S.A.一個認購期權，另Marni International S.A.亦給予本集團一個認沽期權，使雙方可於二〇一三年四月一日，按股東協議上所註明的經公式釐定的價格行使期權。該期權分類為按公平值透過損益記賬的金融資產／(負債)，並以淨值呈報在綜合資產負債表內。於二〇〇八年四月一日及二〇〇九年三月三十一日，期權之公平淨值分別為港幣3,776,000元及港幣1,394,000元(附註21)。此出售交易導致本集團在截至二〇〇九年三月三十一日年度的綜合損益表的其它淨(虧損)／收益(附註8)確認了港幣3,931,000元之轉讓共同發展公司股份之成本淨額及港幣2,382,000元之按公平值透過損益記賬的金融負債之公平值收益。

**20 INTEREST IN ASSOCIATE/
JOINTLY CONTROLLED ENTITY (Continued)**

Reconciliation of net cost of transferring shares in jointly controlled entity is as follows:

20 聯營公司／共同發展公司權益 (續)

轉讓共同發展公司的淨成本的對賬如下：

		2009 二〇〇九年 HK\$'000 港幣千元
Cash consideration	現金代價	—
Net assets disposed	所出售的淨資產	155
Fair value of financial liability at fair value through profit or loss as at date of disposal	於出售當日按公平值透過損益記賬的金融負債	3,776
Net cost of transferring share in jointly controlled entity	轉讓共同發展公司的淨成本	3,931

At 31 March 2009, the particulars of the associate are as follows:

於二〇〇九年三月三十一日，聯營公司的資料如下：

Name of associate 聯營公司名稱	Place of incorporation 註冊成立地方	Percentage of equity holding 所持權益百分比		Issued and fully paid share capital 已發行及繳足股本	Principal activities 主要業務
		2009 二〇〇九年	2008 二〇〇八年		
Marni (Hong Kong) Limited	Hong Kong 香港	49	50	100 ordinary shares of HK\$1,000 each 100 股普通股 每股港幣 1,000 元	Designer fashion retailing 零售名牌時裝

**20 INTEREST IN ASSOCIATE/
JOINTLY CONTROLLED ENTITY (Continued)**

The following amounts, representing the Group's share of the assets, liabilities and results of associate/jointly controlled entity, were included in the Group's consolidated balance sheet and consolidated profit and loss account:

		Associate 聯營公司 2009 二〇〇九年 HK\$'000 港幣千元	Jointly controlled entity 共同發展公司 2008 二〇〇八年 HK\$'000 港幣千元
Current assets	流動資產	36,105	38,139
Current liabilities	流動負債	(18,487)	(21,645)
Non-current assets	非流動資產	1,968	2,828
Share of net assets	所佔資產淨值	19,586	19,322
Income	收入	50,352	62,847
Expense	支出	(50,114)	(49,412)
Profit before income tax	除稅前盈利	238	13,435
Income tax credit/(expense)	所得稅抵免／(費用)	178	(2,322)
Share of profit after income tax	所佔除稅後盈利	416	11,113
Proportionate interest in associate's/jointly controlled entity's operating lease commitments	按比例應佔聯營公司／ 共同發展公司經營租賃承擔	5,813	9,313

At the balance sheet date, there are no contingent liabilities relating to the Group's interest in associate, and no contingent liabilities of the entity itself.

Amounts due to associate/jointly controlled entity are unsecured, interest-free, and repayable on demand. The carrying amounts of the balances approximate their fair value.

**21 FINANCIAL LIABILITY AT FAIR VALUE THROUGH
PROFIT OR LOSS**

The financial liability at fair value through profit or loss represented the net fair value of the call and put options as disclosed in Note 20. Valuations of these options were performed by an independent professional qualified valuer, Vigers Appraisal & Consulting Limited, using discounted cash flow analysis and option pricing models.

20 聯營公司／共同發展公司權益 (續)

以下為本集團所佔聯營公司／共同發展公司之資產、負債及業績，並已包括在本集團綜合資產負債表及綜合損益賬內：

截至結算日止，本集團所持有之聯營公司之權益並沒有涉及任何或然負債，而該等聯營公司本身亦無任何或然負債。

應付聯營公司／共同發展公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

21 按公平值透過損益記賬的金融負債

按公平值透過損益記賬的金融負債指在附註 20 披露的認購及認沽期權淨公平值。該期權的估值由合資格的獨立專業評估顧問威格斯資產評估顧問有限公司利用貼現現金流量分析和期權定價模式作出評估。

22 FINANCIAL DERIVATIVE (LIABILITIES)/ASSETS**22 衍生金融工具（負債）／資產**

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Forward foreign exchange contracts – cash flow hedges	外匯期貨合約－現金流量對沖	(12,844)	22,762

23 CASH AND CASH EQUIVALENTS**23 現金及現金等值項目**

		Group 集團		Company 公司	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及庫存現金	105,085	44,289	1,137	1,123
Short-term bank deposits	短期銀行存款	108,190	206,840	—	—
		213,275	251,129	1,137	1,123

The effective interest rate on short-term bank deposits was 1.8% (2008: 3.9%); these deposits had an average maturity of 28 days (2008: 30 days).

短期銀行存款的實際利率為1.8厘（二〇〇八年：3.9厘）；此等存款的平均到期日為28天（二〇〇八年：30天）。

The Group's bank balances and cash are denominated in the following currencies:

本集團的銀行結存及現金以下列貨幣為單位：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
United States dollars	美元	99,330	195,358
Hong Kong dollars	港元	95,506	30,996
Euros	歐元	10,321	12,830
Renminbi	人民幣	7,757	11,185
Others	其它	361	760
		213,275	251,129

All the Company's bank balances and cash are denominated in Hong Kong dollars.

所有公司之銀行結存及現金均以港幣作為單位。

24 TRADE AND BILLS PAYABLES

The ageing analysis of trade and bills payables at 31 March 2009 is as follows:

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Due within 30 days	三十日內到期	45,072	56,913
Due between 31 to 60 days	三十一日至六十日到期	4,545	11,511
Due between 61 to 90 days	六十一日至九十日到	1,502	2,113
Due after 90 days	九十日以上到期	5,921	166
		57,040	70,703

The carrying amounts of the Group's trade and bills payables are denominated in the following currencies:

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Euros	歐元	27,452	38,442
Hong Kong dollars	港元	10,286	13,786
United States dollars	美元	12,655	11,078
Japanese yen	日元	5,751	6,731
Renminbi	人民幣	302	666
Others	其它	594	—
		57,040	70,703

25 OTHER PAYABLES AND ACCRUALS

Other payables and accruals of the Group at 31 March 2009 included a provision for onerous contract of HK\$1,263,000 (2008: HK\$4,036,000) in respect of a purchase commitment to a vendor.

24 應付貿易賬項及應付票據

於二〇〇九年三月三十一日的應付貿易賬項及應付票據的賬齡分析列述如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Due within 30 days	三十日內到期	45,072	56,913
Due between 31 to 60 days	三十一日至六十日到期	4,545	11,511
Due between 61 to 90 days	六十一日至九十日到	1,502	2,113
Due after 90 days	九十日以上到期	5,921	166
		57,040	70,703

本集團的應付貿易賬項及應付票據的賬面值以下列貨幣為單位：

		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Euros	歐元	27,452	38,442
Hong Kong dollars	港元	10,286	13,786
United States dollars	美元	12,655	11,078
Japanese yen	日元	5,751	6,731
Renminbi	人民幣	302	666
Others	其它	594	—
		57,040	70,703

25 其它應付賬項及應計項目

截至二〇〇九年三月三十一日，其它應付賬項及應計項目中包括一項為數港幣 1,263,000 元（二〇〇八年：港幣 4,036,000 元）有關對某供應商作出的採購承諾的虧損性合約撥備。

26 BANK BORROWINGS

26 銀行借款

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Trust receipt loans	信託收據貸款	3,876	—

At 31 March 2009, the bank borrowings of the Group are denominated in Hong Kong dollars with effective interest rate of 5.08% per annum. The borrowings are fully repayable within 1 year and the carrying amounts of the borrowings approximate their fair values.

於二〇〇九年三月三十一日，本集團的銀行借款以港元為單位，其實際年利率為5.08%。銀行借款將於一年內到期，賬面值與公平值大致相符。

27 SHARE CAPITAL AND SHARE OPTIONS

27 股本及認股權

		Number of shares 股份數目	HK\$'000 港幣千元
Authorised:	法定：		
Ordinary shares of HK\$0.10 each Beginning and end of the year	每股面值港幣0.10元之普通股 期初及期末	3,000,000,000	300,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.10 each Balance at 31 March 2007	每股面值港幣0.10元之普通股 二〇〇七年三月三十一日結存	1,620,050,000	162,005
Issue of new shares upon exercise of share options	因行使認股權而發行新股	3,950,000	395
Balance at 31 March 2008 and 2009	二〇〇八及二〇〇九年 三月三十一日結存	1,624,000,000	162,400

Share options

At the Annual General Meeting of the Company held on 27 August 2004, the Shareholders of the Company approved the adoption of an executive Share Incentive Scheme to grant share options to the employees and directors of the Company and its subsidiaries to subscribe for shares of the Company for a fixed period.

認股權

於二〇〇四年八月二十七日舉行的本公司股東週年大會上，本公司股東批准採納一項行政人員認股獎勵計劃，向本公司和其附屬公司的僱員及董事授出認股權以在指定時期認購本公司的股份。

27 SHARE CAPITAL AND SHARE OPTIONS (Continued)

Share Incentive Scheme

Details of share options granted by the Company pursuant to the Share incentive Scheme and the share options outstanding at 31 March 2009 are as follows:

Grant Date Day/Month/ Year 賦授日期 日/月/年	Exercise Price HK\$ 行使價 港幣	Exercisable period Day/Month/ Year 行使日期 日/月/年	As at 1 April 2008 二〇〇八年 四月一日	Number of Share Options 認股權數量			As at 31 March 2009 二〇〇九年 三月三十一日
				Granted 已賦授	Exercised 已行使	Lapsed 已期滿失效	
17/09/2004	0.405	01/09/2005 – 31/08/2009	11,250,000	—	—	1,000,000	10,250,000

For the years ended 31 March 2008 and 2009, no employee share option expenses were charged to the consolidated profit and loss account as all share options are vested.

27 股本及認股權 (續)

認股獎勵計劃

截至二〇〇九年三月三十一日，本公司根據認股獎勵計劃所賦授的認股權及尚未行使的認股權詳列如下：

因所有認股權已為既得權益，故在截至二〇〇八及二〇〇九年三月三十一日止年度的綜合損益賬中並無扣除員工認股權費用。

28 RESERVES

The reserves of the Group and the Company as at 31 March 2009 are analysed as follows:

28 儲備

於二〇〇九年三月三十一日，本集團及本公司之儲備分析如下：

		Group 集團		Company 公司	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元	2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Share premium	股份溢價	3,728	3,728	3,728	3,728
Capital surplus	資本盈餘	76	76	—	—
Contributed surplus	繳入盈餘	139,196	139,196	159,375	159,375
Exchange fluctuation reserve	匯兌波動儲備	(1,964)	(2,442)	—	—
Employee compensation reserve	僱員酬金儲備	2,645	2,892	2,645	2,892
Hedging reserve	對沖儲備	(7,378)	15,329	—	—
Retained profits	累積盈利	166,183	185,545	62,074	49,455
Total reserves	儲備總額	302,486	344,324	227,822	215,450
Proposed final dividends (Note 13)	擬派發末期股息 (附註 13)	—	(22,736)	—	(22,736)
		302,486	321,588	227,822	192,714

28 RESERVES (Continued)

The Group's contributed surplus represents the excess of the nominal value of the subsidiaries' shares acquired over the nominal value of the Company's shares issued in exchange therefor during the group reorganisation in 1990. The Company's contributed surplus represents the excess of the fair value of the subsidiaries' shares acquired pursuant to the Group reorganisation in 1990 over the nominal value of the Company's shares issued in exchange therefor.

At 31 March 2009, the Company had reserves of HK\$62,074,000 (2008: HK\$49,455,000) available for distribution. The Company's share premium account, in the amount of HK\$3,728,000 (2008: HK\$3,728,000), may be distributed in the form of fully paid bonus shares. The contributed surplus of HK\$159,375,000 (2008: HK\$159,375,000) is distributable subject to the requirements under section 54 of the Companies Act 1981 of Bermuda and Bye-law 134 of the Company.

29 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The offset amounts are as follows:

28 儲備 (續)

本集團之繳入盈餘包括於一九九〇年集團重組時所購入之附屬公司之股份面值超出公司所發行以作交換之股份面值之金額。本公司之繳入盈餘包括於一九九〇年集團重組時收購附屬公司之公允價超出本公司所發行以作交換之股份面值之金額。

於二〇〇九年三月三十一日，本公司可用作分派之儲備為港幣 62,074,000 元（二〇〇八年：港幣 49,455,000 元）。本公司可以繳足紅股方式分派之股份溢價賬則為港幣 3,728,000 元（二〇〇八年：港幣 3,728,000 元）。本公司的繳入盈餘可按照 1981 年百慕達《公司條例》第 54 條及本公司的公司細則第 134 條的條款分派，可分派金額為港幣 159,375,000 元（二〇〇八年：港幣 159,375,000 元）。

29 遞延所得稅

遞延所得稅以負債法就短暫時差應用各區域的稅率計算。

當有法定可執行權力將現有稅項資產與現有稅務負債抵銷，且遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與負債互相抵銷。抵銷的金額如下：

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
Deferred income tax assets to be recovered after more than 12 months	超過 12 個月後收回的遞延所得稅資產	4,478	317
Deferred income tax liabilities to be settled after more than 12 months	超過 12 個月後清償的遞延所得稅負債	(645)	—
		3,833	317

29 DEFERRED INCOME TAX (Continued)

29 遞延所得稅 (續)

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
At 1 April	四月一日	317	2,500
(Charged)/credited to the consolidated profit and loss account	於綜合損益賬 (記賬列支) / 計入	(2,341)	1,800
Credited/(charged) directly to equity	在權益中直接記賬 / (扣除)	5,876	(3,983)
Effect of change in tax rates charged to the consolidated profit and loss account	稅率改變在綜合損益賬扣除	(246)	—
Effect of change in tax rates credited directly to equity	稅率改變在權益直接記賬	227	—
At 31 March	三月三十一日	3,833	317

The gross movement of deferred income tax assets account is as follows:

遞延所得稅資產的總變動如下：

		Fair value loss 公平值 虧損 HK\$'000 港幣千元	Tax depreciation 稅項 折舊 HK\$'000 港幣千元	Provision for inventory 存貨 撥備 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2007	二〇〇七年 四月一日結存	—	2,483	17	—	2,500
Credited/(charged) to the consolidated profit and loss account	於綜合損益表 計入 / (記賬列支)	—	1,801	(1)	—	1,800
At 31 March 2008 and 1 April 2008	二〇〇八年三月 三十一日及 四月一日	—	4,284	16	—	4,300
(Charged)/credited to the consolidated profit and loss account	於綜合損益賬 (記賬列支) / 計入	—	(1,835)	3	138	(1,694)
Credited directly to equity	在權益中直接記賬	2,120	—	—	—	2,120
Effect of change in tax rates charged to the consolidated profit and loss account	稅率改變在綜合 損益賬扣除	—	(245)	(1)	—	(246)
At 31 March 2009	二〇〇九年 三月三十一日	2,120	2,204	18	138	4,480

29 DEFERRED INCOME TAX (Continued)

The gross movement of deferred income tax liabilities amount is as follows:

29 遞延所得稅 (續)

遞延所得稅負債的總變動如下：

		Fair value gain 公平值 收益 HK\$'000 港幣千元	Tax depreciation 稅項 折舊 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2007	二〇〇七年四月一日結存	—	—	—
Charged directly to equity	在權益直接扣除	(3,983)	—	(3,983)
At 31 March 2008 and 1 April 2008	二〇〇八年三月三十一日及 四月一日	(3,983)	—	(3,983)
Charged to the consolidated profit and loss account	於綜合損益賬記賬列支	—	(647)	(647)
Credited directly to equity	在權益直接記賬	3,756	—	3,756
Effect of change in tax rates credited directly to equity	改變稅率在權益 直接記賬	227	—	227
At 31 March 2009	二〇〇九年三月三十一日	—	(647)	(647)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable.

The Group has potential unrecognised tax losses of HK\$105,972,000 (2008: HK\$127,247,000) to carry forward against future taxable income, HK\$46,999,000 (2008: HK\$51,983,000) of which will expire within 5 to 10 years. There is no expiry period for other tax losses.

遞延所得稅資產乃因應相關稅務利益有機會透過未來應課稅溢利變現而就所結轉之稅務虧損作確認。

本集團有港幣 105,972,000 元（二〇〇八年：港幣 127,247,000 元）的潛在未確認稅務虧損可結轉以抵銷未來應課稅收入；其中為數港幣 46,999,000 元（二〇〇八年：港幣 51,983,000 元）的稅務虧損將於五至十年內屆滿。其它稅務虧損並無期限。

30 COMMITMENTS

(a) Operating lease commitments

At 31 March 2009, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Land and buildings:	土地及樓宇：
Not later than one year	第一年內
Later than one year and not later than five years	第二至第五年內
Later than five years	五年後

		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
		155,468	176,369
		238,673	232,570
		53,911	82,038
		448,052	490,977

Payment obligations in respect of operating leases where rentals vary with gross revenues are not included as future minimum lease payment.

有關與總收入掛鈎的租賃合約支付責任並不計入未來最低租賃支出。

(b) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred is as follows:

Property plant and equipment contracted but not provided for	已簽約但未撥備的 物業、廠房及設備
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		Group 集團	
		2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
		2,342	976

30 承擔

(a) 經營租賃承擔

於二〇〇九年三月三十一日，本集團根據不可撤銷的經營租賃而應付之未來最低租賃付款總額如下：

(b) 資本承擔

於結算日但仍未產生的資本開支如下：

31 RELATED PARTY TRANSACTIONS

The immediate parent of the Group is Allied Wisdom International Limited, a company incorporated in the British Virgin Islands. The ultimate parent of the Group is Wisdom Gateway Limited, a company incorporated in the British Virgin Islands.

During the year, the Group had the following significant related party transactions, which were carried out in the normal course of the Group's business:

(a) Transactions with a fellow subsidiary

Rental expenses paid to a fellow subsidiary	已支付予同系附屬公司的租金支出
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9,900	13,800
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(b) Transactions with associate/jointly controlled entity

Management fee received from associate/jointly controlled entity	已收聯營公司／共同發展公司的管理服務費用
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1,965	3,771
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(c) Key management compensation

Details of disclosure are shown in Note 10(a).

31 與連繫人士的交易

本集團的直接母公司為 Allied Wisdom International Limited，於英屬處女群島成立之公司。本集團的最終母公司為 Wisdom Gateway Limited，於英屬處女群島成立之公司。

年內本集團所參與之與連繫人士的重大交易乃於正常業務運作情況下進行並分述如下：

(a) 與同系附屬公司的交易

Group
集團

2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
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(b) 與聯營公司／共同發展公司的交易

Group
集團

2009 二〇〇九年 HK\$'000 港幣千元	2008 二〇〇八年 HK\$'000 港幣千元
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(c) 主要管理人員酬金

有關披露已詳列於附註 10(a)。

Principal Subsidiaries
主要附屬公司

At 31 March 2009
二〇〇九年三月三十一日

Name 公司名稱	Place of incorporation and kind of legal entity 註冊成立地方及 法定實體類別	Place of operations 經營地方	Proportion held 所持股份百分比		Nominal value of issued and fully paid-up share capital/ registered capital/ 已發行及繳足股本 面值/註冊資本	Principal activities 主要業務
			Direct 直接持有	Indirect 間接持有		
Joyce Boutique International Limited	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Asia 亞洲	100%	—	Ordinary US\$1,500 普通股 1,500 美元	Investment holding 投資控股
Joyce Boutique Limited	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	100%	—	Ordinary HK\$100,000 普通股 港幣 100,000 元	Designer fashion retailing 零售名牌時裝
Joyce Beauty (Hong Kong) Limited	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	—	100%	Ordinary HK\$10,000 普通股 港幣 10,000 元	Cosmetics retailing 零售化妝品
Joyce Boutique (Hong Kong) Limited (formerly known as Joyce Boutique (China) Limited)	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	—	100%	Ordinary HK\$2 普通股 港幣 2 元	Designer fashion retailing & distribution 零售及經銷名牌時裝
載思（上海） 商貿有限公司	The People's Republic of China, wholly foreign- owned enterprise 中華人民共和國， 外商全資企業	The People's Republic of China 中華人民共和國	—	100%	RMB20,000,000 人民幣 20,000,000 元	Designer fashion retailing & distribution 零售及經銷名牌時裝
Ad Hoc (Hong Kong) Limited	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	—	100%	Ordinary HK\$1,000,000 普通股 港幣 1,000,000 元	Designer fashion retailing 零售名牌時裝

Five-year Summary Financial Information
五年財務摘要

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the audited accounts and reclassified as appropriate, is set out below:

本集團過去五個財政年度之已公佈業績及資產與負債概要乃摘錄自經審核賬項，並已重新作出適當之歸類如下：

RESULTS 業績		Year ended 31 March 2009 二〇〇九年 三月三十一日 止年度 HK\$'000 港幣千元	Year ended 31 March 2008 二〇〇八年 三月三十一日 止年度 HK\$'000 港幣千元	Year ended 31 March 2007 二〇〇七年 三月三十一日 止年度 HK\$'000 港幣千元	Year ended 31 March 2006 二〇〇六年 三月三十一日 止年度 HK\$'000 港幣千元	Year ended 31 March 2005 二〇〇五年 三月三十一日 止年度 HK\$'000 港幣千元
TURNOVER	營業額	979,948	927,116	790,395	755,684	633,065
OPERATING (LOSS)/PROFIT	營業（虧損）／盈利	(2,225)	45,447	56,790	73,671	54,243
Finance costs	融資成本	(707)	(87)	(19)	(100)	(84)
Share of profit of jointly controlled entity	所佔共同發展 公司盈利	—	11,113	4,812	3,347	—
Share of profit of associate	所佔聯營公司盈利	416	—	—	—	—
(LOSS)/PROFIT BEFORE INCOME TAX	除稅前 （虧損）／盈利	(2,516)	56,473	61,583	76,918	54,159
Income tax credit/(expense)	所得稅抵免／（費用）	5,643	(4,390)	(10,550)	(2,900)	7,000
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS	權益持有人應佔盈利	3,127	52,083	51,033	74,018	61,159
Final proposed dividend	擬派發的末期股息	—	22,736	22,736	32,401	32,396

Five-year Summary Financial Information
五年財務摘要

ASSETS AND LIABILITIES		Year ended	Year ended	Year ended	Year ended	Year ended
資產與負債		31 March	31 March	31 March	31 March	31 March
		2009	2008	2007	2006	2005
		二〇〇九年	二〇〇八年	二〇〇七年	二〇〇六年	二〇〇五年
		三月三十一日	三月三十一日	三月三十一日	三月三十一日	三月三十一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Property, plant and equipment	物業、廠房及設備	65,218	71,730	54,404	55,530	44,077
Deposits, prepayments and other assets	訂金、預付費用及其它資產	33,018	40,127	42,659	28,257	20,808
Interest in jointly controlled entity	共同發展公司權益	—	19,322	8,209	3,397	—
Interest in associate	聯營公司權益	19,586	—	—	—	—
Deferred income tax assets	遞延所得稅資產	4,478	317	2,500	—	—
Current assets	流動資產	526,100	580,244	519,324	493,510	490,478
TOTAL ASSETS	總資產	648,400	711,740	627,096	580,694	555,363
Non-current liabilities	非流動負債	(2,039)	—	—	—	—
Current liabilities	流動負債	(181,475)	(205,016)	(168,592)	(142,893)	(164,732)
TOTAL LIABILITIES	總負債	(183,514)	(205,016)	(168,592)	(142,893)	(164,732)
NET ASSETS	資產淨值	464,886	506,724	458,504	437,801	390,631

