



JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2012/2013

二〇一二 / 二〇一三年年報

STOCK CODE 股份代號：647

JOYCE

JOYCE

More than four 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 than in the 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.



JOYCE

CORPORATE INFORMATION

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

26/F, One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Website: www.irasia.com/listco/hk/joyce/index.htm

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

AUDITOR

PricewaterhouseCoopers,
Certified Public Accountants



JOYCE

CHAIRMAN'S STATEMENT

OVERVIEW AND PROSPECTS

Net profit attributable to Shareholders was HK\$64.3 million (2012: HK\$151.1 million). Earnings per share were 4.0 cents (2012: 9.3 cents).

Group turnover for the year totalled HK\$1,265.2 million (2012: HK\$1,324.0 million), a year-on-year decrease of 4.4% compared with an increase of 15.4% the previous year.

Customer sentiment and spending in Hong Kong and mainland China were affected by continued uncertainty in the global markets and the unresolved euro-zone debt crisis; government transition, policy reforms and slower economic growth on the mainland; social issues in Hong Kong; and concerns over geopolitical developments in Asia.

Hong Kong contributed turnover of HK\$1,055.9 million (2012: HK\$1,122.4 million), down 5.9% year-on-year, accounting for 83.5% (2012: 84.8%) of Group turnover. Operating profit declined by 38.2% to HK\$111.8 million (2012: HK\$181.0 million), primarily due to lower gross margin resulting from deeper sales-period discounts and increased stock provisions, as well as rising rental and staff costs. A one-off fixed assets impairment charge of HK\$2.2 million was booked in the year.

Boss' share of Group turnover fell to 12.7% in 2012/13 from 18.3% in the previous year. Expiry of the Canton Road shop lease in August 2012 resulted in the collection's temporary relocation to a 1,600 square-foot space followed by the shop's re-opening in April 2013 as a 2,800 square-foot boutique, half the size of the original.

The mainland China division reported turnover of HK\$208.3 million, for a 3.5% increase. Operating loss widened 222.4% to HK\$31.4 million (2012: HK\$9.7 million), primarily due to the new 20,000 square-foot JOYCE multi-label flagship store and the new 3,800 square-foot Etro flagship store, both in phase 3 of China World Mall in Beijing. Customer traffic at the China World stores fell well short of expectation. A one-off fixed assets impairment charge of HK\$4.9 million was also booked in the year.

The exclusive ETRO franchise for mainland China expired during the year, with the ETRO boutiques at Shin Kong Place in Beijing and Westgate Mall in Shanghai closing in the first quarter and cessation of the wholesale distribution operation. ETRO China's share of Group turnover fell to 1.2% in 2012/13 from 4.5% in the previous year.

Revenue and profitability will continue to come under pressure from rising operating costs, including increased advertising and promotion costs, and stiff competitive challenges such as training and retaining talent as international fashion brands continue to expand their retail footprint in Hong Kong and China.

Various external factors that have weighed on designer fashion consumption may be expected to continue to do so. Economic contraction in Europe, uncertainty over China's growth rate, and concerns about asset value trends in Hong Kong, among other factors, have the potential to further dampen the "wealth effect".

JOYCE

CHAIRMAN'S STATEMENT

BUSINESS REVIEW

At the financial year-end, the Group operated a total of 47 shops (2012: 48 shops), comprising four multi-label JOYCE stores, 14 mono-brand shops (including three Boss shops), 10 JOYCE Beauty outlets and one JOYCE Warehouse outlet in Hong Kong, 10 Marni shops in Hong Kong and Taiwan under the joint venture partnership with Marni International S.A., and eight shops in mainland China, including three multi-label JOYCE stores, three mono-brand shops and two JOYCE Warehouse outlets.

In May 2012, the Group's headquarters in the Aberdeen district were relocated from the JOYCE Building on Wong Chuk Hang Road to the new One Island South office tower to accommodate future growth. The Group's warehouse was also relocated, upon expiry of its lease in September 2012, from the JOYCE Building to a 75,000 square-foot facility in Oceanic Industrial Centre in nearby Ap Lei Chau. An office in Beijing's China World Office 2 tower provides staff training and logistics support for the Group's expanding mainland China operation.

Hong Kong

The Group consolidated its Hong Kong retail operations, significantly expanded in 2011/12 with the launches of the city's first free-standing Neil Barrett and Alexander Wang boutiques and the opening of the 3,800 square-foot JOYCE multi-label store at The Lee Gardens shopping complex in Causeway Bay.

Three new JOYCE Beauty outlets were opened in Hong Kong during the first half of 2012/13, including a 700 square-foot outlet at New Town Plaza in Shatin, a 900 square-foot outlet at Pacific Place (where a JOYCE Beauty corner in the Lane Crawford department store was closed), and a 600 square-foot outlet at Hysan Place, a major new office and retail complex in Causeway Bay.

The Group will continue to seek prime locations for the growing JOYCE Beauty division.

The ETRO boutique at IFC was closed in March 2013. The Group's ETRO retail franchise for Hong Kong will expire following the Fall/Winter 2013 selling season.

The Group plans to introduce younger, dynamic brands with strong potential, as well as support established brands on clear growth trajectories such as Stella McCartney, for which JOYCE has secured a new franchise. Two boutiques for Stella McCartney will be opened in the first half of the 2013/14 financial year: an 800 square-foot shop at The Landmark and a 1,500 square-foot shop at Harbour City.

JOYCE

CHAIRMAN'S STATEMENT

Mainland China

The Group is increasingly focused on the multi-label segment of the mainland's luxury retail market, being well positioned to serve a growing category of younger, exceptionally knowledgeable designer-fashion followers.

In October 2012, a 3,900 square-foot JOYCE multi-label store, the Group's second multi-label store in Beijing, was opened at Shin Kong Place. In August 2013, a 5,400 square-foot JOYCE multi-label store, the second in Shanghai, will be opened at the Iapm mall on Huaihai Road. The two new stores in Beijing and Shanghai, modeled on the fashion-forward Pacific Place and The Lee Gardens stores in Hong Kong, are characterized by relatively smaller floor areas, edgier merchandising and closely-edited collections. The Group intends to seek out additional prime mall locations as it further develops its multi-label business model.

A 3,600 square-foot JOYCE Warehouse outlet will be opened in the third quarter of 2013 at the Chengdu Times Outlets mall. JOYCE Warehouse outlets, in addition to optimizing inventory management, serve to educate and build brand loyalty among successive generations of aspiring JOYCE customers.

Marni Joint Venture Business

The Group's 49%-held joint venture with Marni International S.A., formed in 2005, currently operates 10 boutiques in Hong Kong and Taiwan, including a Marni Edition boutique at Harbour City in Hong Kong's Harbour City complex. The joint venture's profit contribution to the Group decreased by 52.6% to HK\$3.3 million (2012: HK\$7.0 million), with lower turnover and gross margin reflecting general market conditions.

Marketing

The past year saw a full calendar of innovative, high-profile events and marketing initiatives in support of store openings, brand introductions, seasonal collections and customer loyalty programs. Campaigns both in Hong Kong and mainland China effectively used new media platforms to reach out to a younger customer segment.

Designer Neil Barrett attended the opening of Hong Kong's first free-standing Neil Barrett shop at The Landmark and a series of exclusive functions to promote his Spring/Summer 2012 collection.

Victoria Beckham toured Hong Kong and Beijing, meeting with VIP customers at a series of exclusive functions attended by press, celebrities and trendsetters, to promote her Spring/Summer 2012 collection and preview her Fall/Winter 2012 collection.

JOYCE

CHAIRMAN'S STATEMENT

Alexander Wang headlined the opening of his first free-standing boutique in Hong Kong, at the Gateway Arcade in Tsimshatsui, with more than 480 guests and celebrities in attendance.

JOYCE's Fall/Winter 2012 trunk show was held over four days at the iconic, newly renovated Sunbeam Theatre. More than 50 brands and 100 runway looks were shown.

The "JOYCE by Romeo Gigli" Fall/Winter 2012 collection proved to be one of the most exciting industry occasions of the year. The collection made its global debut online at JOYCE.com, followed by a series of events, attended by Mr. Gigli, in Hong Kong, Beijing and Venice, where a JOYCE pop-up store was unveiled during the famed Film Festival. An exclusive advertising campaign in Hong Kong and Beijing shot by renowned Chinese photographer Chen Man featured an international cast of models including Matthew Avedon, London "it" boy Charlie Casely Hayford, the Paris-based Mexican blogger Denni Elias and the Beijing supermodel Ji Li Li.

The opening of JOYCE's second Beijing store, a 3,900 square-foot multi-label emporium at Shin Kong Place, featured an installation of art pieces by Charles Munka, whose work reflects the energetic, fashion-forward ethos of the store.

"JOYCE x Soul i-D", a two-week collaboration based on the groundbreaking book and international exhibition, took place in Fall 2012. Displays showcasing the exhibition were featured in windows at JOYCE Central and Canton Road in Hong Kong and at the JOYCE Shanghai and Beijing stores. Soul i-D principals Terry and Tricia Jones led a series of events including a book signing and a seminar at Shanghai's Tsinghua University. The exhibition attracted more than 2,200 visitors and was a notable social-media hit on Weibo and Instagram.

Tying in with the Fall/Winter 2012 seasonal collections, JOYCE and JOYCE affiliated shops in Hong Kong participated in a special three-week campaign entitled "Truly Gifted", with purchases entitling customers to a limited edition of clutch bags specially designed for the promotion by eight leading designers.

JOYCE's Spring/Summer 2013 trunk shows, held over several days in January in Hong Kong (the Central flagship store), Shanghai (Johnnie Walker House) and Beijing (JOYCE at China World), attracted some 250 VIP customers and guests and generated significant sales.

JOYCE partnered with Christian Dior to introduce the house's Spring/Summer 2013 collection at a pop-up store inside JOYCE's Central flagship store. Customers were invited to view the runway collection together with five exclusive items. JOYCE was among a select group of international specialty retailers invited to participate, including Colette in Paris, 10 Corso Como in Milan, My Boon in Seoul and Jeffrey in New York.

JOYCE

CHAIRMAN'S STATEMENT

Pop-ups for Sacai, themed “Let’s Play Around”, were installed at JOYCE’s The Lee Gardens and Pacific Place stores to launch the Japanese label’s Spring/Summer 2013 collection. Designer Chitose Abe was in attendance and met with customers and press.

For the Christmas 2012 selling season, the JOYCE Care Charity Program launched a “Book of Love” charity initiative, inspired by books and the important role they play in our lives. Thirteen leading international designers were enlisted, each donating and inscribing copies of their favorite books taken from their personal libraries. The books were sold at auction online at JOYCE.com and at JOYCE and affiliated stores, with all proceeds donated to the non-profit-organization Bring Me a Book.

The JOYCE Card loyalty program continued to make an important contribution to Group custom. The total number of JOYCE cardholders rose slightly in 2012/13, while there was an 18% increase in the high-value-customer By-invitation category in Hong Kong, and 15% and 43% increases in the Platinum and By-invitation categories, respectively, in mainland China.

Dividend

In view of the Group’s performance in a challenging business environment, the Board declares the payment of an interim dividend (in lieu of recommending a final dividend) of 3.5 cents (2012: 5.0 cents) per share for the financial year.

The Board remains firmly committed to the best long-term interests of the Group’s staff, customers, partners and other stakeholders, and is grateful for their steady support.

Stephen T. H. Ng
Chairman

21 June 2013



JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

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

(A) MANAGEMENT DISCUSSION AND ANALYSIS

(I) 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”.

(II) Financial Review

(i) Review of 2012/13 Results

The sovereign debt crisis in Europe and the slowing economy of mainland China have adversely affected consumer sentiment and spending. Coupled with escalating rental costs, rising inflation costs and operating losses from new shops in Beijing, the Group’s profitability for the year ended 31 March 2013 was under considerable pressure. The Group reported a net profit of HK\$64.3 million for the year, representing a drop of HK\$86.8 million or 57.4% against last year. Earnings per share were 4.0 cents.

For the year under review, the Group did not maintain the growth momentum of the previous year and recorded turnover of HK\$1,265.2 million, representing a slight decline of 4.4% against last year. All divisions reported earnings contraction.

Though Hong Kong operations continued to be the core business of the Group, Hong Kong turnover as a percentage of Group turnover fell from 84.8% to 83.5%, after reporting a drop in turnover of 5.9%. This drop was partly attributable to the stagnant retail market and partly a result of a 33.5% decline in turnover of the Boss business due to lower China tourist traffic and a reduction in retail area of the Boss shop at Canton Road. Affected by the restructuring plan of the mall, the size of the Boss shop at Canton Road was reduced from 5,700 square feet to 1,600 square feet in August 2012.

The Group’s Mainland China division closed two ETRO shops and the ETRO wholesale business upon expiry of the franchise. The drop in turnover was offset by the full-year contributions from Beijing shops opened by the Group in Fall/Winter 2011. The Mainland China division recorded a mild increase in turnover of 3.5% versus last year.

Overall gross margin declined by 2.5 percentage points compared to last year, mainly due to deeper on-sale discounts and increased provision for slower stock-turn.

As a result of lower turnover, decreased gross margin and escalating rental and other costs, the operating profit generated by the Hong Kong division dropped by HK\$69.2 million to HK\$111.8 million. A one-off fixed asset impairment charge of HK\$2.2 million was also provided for under-performing shops in Hong Kong.

The Mainland China division, primarily affected by operating losses incurred by the shops in phase 3 of China World Mall in Beijing, including a one-off fixed asset impairment charge of HK\$4.9 million, recorded an operating loss of HK\$31.4 million compared with the previous year’s operating loss of HK\$9.7 million.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

For the year under review, the profit contribution from the Marni joint venture business also decreased, from HK\$7.0 million to HK\$3.3 million, due to a drop in both turnover and gross margin.

(ii) Liquidity and Financial Resources

At 31 March 2013, the Group's financial position remained liquid with total cash deposits and cash on hand amounting to HK\$422.1 million. No bank borrowings were outstanding at 31 March 2013.

(iii) Foreign Exchange Risk Management

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

(iv) Finance

At 31 March 2013, the Group had banking facilities totalling HK\$279.8 million (2012: HK\$279.8 million).

(v) Employees

The Group employed 557 staff as at 31 March 2013. 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 2013 amounted to HK\$172.7 million.

(vi) Business Model

Founded in 1970 and headquartered in Hong Kong, JOYCE is principally engaged in the retail and wholesale distribution, primarily under exclusive franchise agreements, of leading international fashion, accessory and beauty product brands in Greater China. Hong Kong distribution accounts for approximately 84% of the Group's total annual turnover.

The Group's retail operations comprise a total of 47 outlets in Hong Kong, mainland China and Taiwan, including multi-label stores under the name JOYCE and JOYCE Warehouse, mono-brand boutiques including Marni shops in a joint venture partnership with Marni International S.A., and shops under the name JOYCE Beauty and JOYCE Grooming.

The Group operates two mainland China offices, one in Shanghai and one in Beijing, to provide local logistics support to the mainland China operations. Two additional offices, one in Milan and another in Paris, provide procurement support to the Group's merchandising department.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(vii) Business Strategy

With a strong competitive advantage in store design, merchandising, marketing and customer relationship management, the Group continues to build on its success in identifying and promoting less well-established designers and brands with strong growth potential while sustaining the growth of well-established labels.

The buying and editing of seasonal fashion collections are based on knowledge of customer preferences and detailed customer data analysis. The JOYCE Card was introduced in the 1990s and is an important component of JOYCE's innovative marketing and customer-loyalty program.

The Group optimizes profitability and productivity through prudent inventory management and strict overhead controls, and through strategic site selection for mono-brand and multi-label retail outlets.

The Group believes that the high-end multi-label segment of the mainland China specialty retail market is underserved, and presents an attractive long-term growth opportunity.

(B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

(I) Directors

Stephen T. H. NG, Chairman (Age: 60)

Mr. Ng has been a Director of the Company since 2000 and became the Chairman of the Company in November 2007. He also serves as a member and the chairman of the Company's Nomination Committee. 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 Communications Limited ("i-CABLE"), as well as the chairman of Harbour Centre Development Limited ("HCDL") and of Wheelock Properties (Singapore) Limited ("WPSL") in Singapore, all such companies being publicly listed subsidiaries of Wheelock. Furthermore, Mr. Ng is a non-executive director of publicly listed Greentown China Holdings Limited ("Greentown").

Mr. Ng attended Ripon College in Ripon, Wisconsin, U.S.A. and the University of Bonn, Germany, from 1971 to 1975, and graduated with a major in mathematics. He is a vice chairman of The Hong Kong General Chamber of Commerce and a council member of the Employers' Federation of Hong Kong.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

Antonio CHAN, Director (Age: 65)

Mr. Chan, *FCA (AUST), FCPA, FCIS, FHKIoD*, has been an Independent Non-executive Director (“INED”) of the Company since 2004. He also serves as a member and the chairman of the Company’s Audit Committee, and a member of the Company’s Remuneration Committee and Nomination Committee. Mr. Chan has spent 37 years in the accounting profession and 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 is also an INED of Surface Mount Technology (Holdings) Limited, a company listed in Singapore. He serves as a pastor with Asian Outreach. Mr. Chan is a Chartered Accountant and Certified Practising Accountant in Australia and a Fellow of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Directors.

Doreen Y. F. LEE, Director (Age: 57)

Ms. Lee has been a Director of the Company since 2003. She is an executive director of Wharf, the vice chairman and senior managing director of Wharf China Estates Limited and Wharf Estates Limited, the senior managing director of Harbour City Estates Limited, Times Square Limited and Plaza Hollywood Limited, all being wholly-owned subsidiaries of Wharf. She was formerly a director of HCDL from July 2010 to June 2012. 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: 84)

Mr. Li, *BscEE, MscEE, MBA, FIM*, has been an INED 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: 64)

Mr. Lo has been an INED of the Company since 1998. He also serves as a member and the chairman of the Company’s Remuneration Committee, and a member of the Company’s Audit Committee and Nomination Committee. Mr. Lo is an INED of publicly listed The Sincere Company, Limited as well as a director of several companies in Hong Kong.

Paul Y. C. TSUI, Director (Age: 66)

Mr. Tsui, *FCCA, FCPA, FCMA, FCIS, CGA-Canada*, has been a Director of the Company since 2000. He also serves as a member of the Company’s Audit Committee and Remuneration Committee. Mr. Tsui is also a director of certain subsidiaries of the Company. Furthermore, he is an executive director and the group chief financial officer of Wheelock and Wharf, and also a director of HCDL, i-CABLE and WPSL as well as a non-executive director of Greentown. Mr. Tsui is the vice chairman of Wheelock Properties Limited (formerly a publicly listed company until it became wholly-owned subsidiary of Wheelock in July 2010).

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

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(II) Senior Management

Andrew D. F. KEITH, *President* (Age: 43)

Mr. Andrew Keith is the President of Greater China multi-brand fashion retail groups Lane Crawford and Joyce Boutique. Mr. Keith was appointed President of Joyce Boutique in 2008, and since his appointment, has successfully redefined Joyce's position as the pinnacle of fashion and creativity, and revamped its stores and brand assortment. He also secured franchise agreements for management and distribution of some of Joyce's most popular brands including Rick Owens and Alexander McQueen. Mr. Keith brings more than 20 years experience in the fashion industry across product development and design, merchandising and brand management to The Lane Crawford Joyce Group.

(C) DIRECTORS' INTERESTS IN SHARES

As recorded in the register kept by the Company under section 352 of the Securities and Futures Ordinance (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 2013 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held by any of them at any time during the financial year.

(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 2013, 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) JoyBo International Limited (formerly known as Allied Wisdom International Limited)	1,183,838,723 (72.90%)
(ii) Wisdom Gateway Limited	1,183,838,723 (72.90%)
(iii) HSBC Trustee (Guernsey) Limited	1,183,838,723 (72.90%)
(iv) Mr. Peter K. C. Woo	1,183,838,723 (72.90%)

Note: Duplication occurs in respect of all of the shareholdings stated above in that they all represent the same block of shares.

All the interests stated above represented long positions and as at 31 March 2013, there were no short position interests recorded in the Register.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(E) PENSION SCHEMES

Details of the pension schemes of the Group and the employers' pension costs charged to the consolidated income statement for the year under review are set out in Note 2.16(c) to the Financial Statements on pages 95 and 96, and Note 7 on page 112.

The total employers' pension cost 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 income statement during the year ended 31 March 2013 amounted to HK\$8.5 million.

(F) SHARE OPTION SCHEME

(I) 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 2013:

136,380,000

(ii) Percentage of the issued share capital that it represents as at 31 March 2013:

8.4%

(d) Maximum entitlement of each participant under the Scheme as at 31 March 2013:

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.

JOYCE

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:

Approximately one year (expiring on 26 August 2014)

(II) Details of share options granted under the Scheme

No share option of the Company was issued, exercised, cancelled, lapsed or outstanding throughout the financial year.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(G) MAJOR CUSTOMERS & SUPPLIERS

For the year under review, sales to the five largest customers accounted for approximately 1% of the total sales for the year. Purchases from the five largest suppliers accounted for approximately 37.5% of the total purchases for the year and the purchases from the largest supplier included therein amounted to approximately 13.1%.

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 ("WGL"), is considered under Rule 8.10 of the Listing Rules as having an interest in certain subsidiary(ies) of WGL which is/are engaged in retail businesses or an interest in certain sub-holding company(ies) of the relevant subsidiary(ies).

The Lane Crawford store and some other retail businesses carried on by the relevant subsidiary(ies) of WGL 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 WGL, the Group considers that its interests in the relevant sector of retailing business is adequately safeguarded.

For safeguarding the interests of the Group, the INEDs 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 WGL 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

No bank borrowings were outstanding as at 31 March 2013.

(K) INTEREST CAPITALISED

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

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(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 2013.

(M) DISCLOSURE OF CONNECTED TRANSACTIONS

Set out below is information in relation to certain continuing connected transactions involving the Company and/or its subsidiaries, particulars of which were previously disclosed in the announcements of the Company dated 1 April 2011, 30 December 2011 and 27 March 2012 respectively and are required under the Listing Rules to be disclosed in the Annual Report and Financial Statements of the Company.

(I) Master Agreement for leasing transactions with rents payable by the Group

On 1 April 2011, a renewal master concession agreement (the “LC Master Agreement”) was entered into between the Company and Lane Crawford (Hong Kong) Limited (a wholly-owned subsidiary of WGL) (“LCHK”) for a term of three years from 1 April 2011 to 31 March 2014 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 the purpose of operation of its retail businesses.

Furthermore, on 30 December 2011, the Company, WGL and LCHK entered into a tripartite agreement supplemental to the LC Master Agreement (the “LC Supplemental Agreement”). The purpose of the LC Supplemental Agreement is, among others, to (a) broaden the scope of the LC Master Agreement to also include tenancy arrangements for commercial spaces, including office and retail spaces, in addition to those stipulated in the LC Master Agreement, namely, concession arrangements for retail spaces in Lane Crawford department stores; (b) broaden the scope of the LC Master Agreement to include any such tenancy arrangements entered or to be entered into by the Group with any such subsidiary(ies) of WGL which are not subsidiary(ies) but fellow subsidiary(ies) of LCHK; and (c) revise the aggregate annual cap amount in respect of the rents payable by the Group for the second and third years during the three-year term under the LC Master Agreement to HK\$40.0 million (instead of the original annual cap amount of HK\$20.0 million as provided in the LC Master Agreement).

The aggregate annual rental/turnover commission paid by the Group to LCHK under the individual concession agreements as covered by the LC Master Agreement, as supplemented, amounted to HK\$29.3 million for the financial year ended 31 March 2013.

As WGL is a substantial shareholder of the Company, and LCHK is a wholly-owned subsidiary of WGL, the LC Master Agreement and the LC Supplemental Agreement together with various transactions contemplated and/or governed thereunder constitute continuing connected transactions for the Company under the Listing Rules.

JOYCE

DISCLOSURE OF FURTHER CORPORATE INFORMATION

(II) Master Agreement for leasing transactions with rents receivable by the Group

On 27 March 2012, a renewal master concession agreement (the “Renewal MCA”) was entered into between the Company and WGL for a term of three years from 1 April 2012 to 31 March 2015 for the purpose of, *inter alia*, regulating various concession arrangements between certain subsidiaries of the Company as tenants (the “Eligible Head Tenants”) and certain subsidiaries and/or associated companies of WGL as concessionaires (the “Eligible Concessionaires”) in respect of the leasing of various retail spaces inside various JOYCE shops and, among other things, adopting a revised annual cap amount in respect of the rental and/or turnover commission payable by WGL group to the Group.

The aggregate annual rental/turnover commission received by the Group from WGL group under various individual concession agreements as covered by the Renewal MCA amounted to HK\$38.8 million for the financial year ended 31 March 2013.

As WGL is a substantial shareholder of the Company, the Renewal MCA together with various transactions contemplated and/or governed thereunder constitutes a continuing connected transaction for the Company under the Listing Rules.

(III) Confirmation from Directors etc.

The Directors, including the INEDs, of the Company have reviewed the continuing connected transactions mentioned under section M(I) & M(II) above (collectively, 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 has 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 relevant cap amounts have not been exceeded during the financial year ended 31 March 2013.



JOYCE

CORPORATE GOVERNANCE REPORT

(A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2013, all the code provisions in the Corporate Governance Code set out in Appendix 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) were met by the Company, with one exception as regards Code Provision A.6.7 as explained under section (C)(I) below.

(B) DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors of the Company who were in office during the financial year ended 31 March 2013, all of them have confirmed that they have complied with the required standard set out in the Model Code and the code of conduct adopted by the Company regarding directors’ securities transactions during the financial year.

(C) BOARD OF DIRECTORS

(I) Composition of the Board, Number of Board/General 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 and one general meeting were held during the financial year ended 31 March 2013. The composition of the Board and attendance of the Directors are set out below:

Directors	Attendance/Number of Meeting(s)	
	Board Meetings	General Meeting
<i>Chairman</i>		
Stephen T. H. Ng	4/4	1/1
<i>Non-executive Directors</i>		
Doreen Y. F. Lee	4/4	1/1
Paul Y. C. Tsui	4/4	1/1
<i>Independent Non-executive Directors</i>		
Antonio Chan	3/4	0/1
Eric F. C. Li	4/4	1/1
Eric K. K. Lo	3/4	1/1

Mr. Antonio Chan was absent from the last Annual General Meeting of the Company held in September 2012 due to his being absent from Hong Kong on the date of the meeting. This is a deviation from Code Provision A.6.7 which provides that INEDs and other Non-executive Directors of the Company should, *inter alia*, attend general meetings.

JOYCE

CORPORATE GOVERNANCE REPORT

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.

(II) Operation of the Board

The Company is headed by an effective Board which makes 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.

(III) Directors' Continuous Professional Development

The Company has arranged for Directors to attend training sessions which place emphasis on the roles, functions and duties of a listed company director. In addition to the training arranged by the Company, some of the Directors also received training organised by other companies and provided records thereof to the Company.

According to the records of training maintained by the Company Secretary, during the financial year under review, all the current Directors pursued continuous professional development and relevant details are set out below:

Directors	Type of trainings <i>(See Remarks)</i>
Stephen T. H. Ng	A, B
Doreen Y. F. Lee	A, B
Paul Y. C. Tsui	A, B
Antonio Chan	A
Eric F. C. Li	A
Eric K. K. Lo	A

Remarks:

A: attending seminars and/or conferences and/or forums

B: reading journals, updates, articles and/or materials, etc.

JOYCE

CORPORATE GOVERNANCE REPORT

(D) CHAIRMAN AND CHIEF EXECUTIVE

The posts of Chairman and Chief Executive 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. The job functions of chief executive 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 of them as Directors at the last Annual General Meeting. The re-election of each of those INEDs who has served on the Board for more than nine years is subject to (i) a separate resolution to be approved by Shareholders at the relevant Annual General Meeting; and (ii) further information being given to Shareholders together with the notice of meeting regarding the reasons why the Board believes the relevant Director is still independent and should be re-elected.

(F) BOARD COMMITTEES

(I) Audit Committee

The Audit Committee (“AC”) of the Company consists of one Non-executive Director and two INEDs of the Company.

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/or experience in financial matters.

Three AC meetings were held during the financial year ended 31 March 2013. Attendance of the AC members is set out below:

Members	Attendance/Number of Meetings
Antonio Chan (<i>Chairman of AC</i>)	2/3
Eric K. K. Lo	2/3
Paul Y. C. Tsui	3/3



JOYCE BY ROMEO GIGLI
Autumn/Winter 2012 Collection Launch, July 25, 2012

JOYCE

CORPORATE GOVERNANCE REPORT

- (i) The terms of reference of the AC are aligned with the provisions set out in the Corporate Governance Code as recently revised which came into force from 1 April 2012 onwards (the “CG Code”) and 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 AC:

(A) Relationship with the Company’s auditors

- (a) to be primarily responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of their resignation or dismissal;
- (b) to review and monitor the external auditors’ independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences; and
- (c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

(B) Review of financial information of the Company

- (a) to monitor integrity of financial statements of the Company and the Company’s annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:–
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;

JOYCE

CORPORATE GOVERNANCE REPORT

(b) regarding (B)(a) above:–

- (i) members of the Committee should liaise with the Company’s Board and senior management and the Committee must meet, at least twice a year, with the Company’s auditors; and
- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company’s staff responsible for the accounting and financial reporting function, compliance officer or auditors.

(C) *Oversight of the Company’s financial reporting system and internal control procedures*

- (a) to review the Company’s financial controls, internal control and risk management systems;
- (b) to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting function;
- (c) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management’s response to these findings;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (e) to review the Group’s financial and accounting policies and practices;
- (f) to review the external auditors’ management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management’s response;
- (g) to ensure that the Board will provide a timely response to the issues raised in the external auditors’ management letter;
- (h) to report to the Board on the matters in the Code Provisions in the Listing Rules;
- (i) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (j) to act as the key representative body for overseeing the Company’s relations with the external auditors; and
- (k) to consider other topics, as defined by the Board.

JOYCE

CORPORATE GOVERNANCE REPORT

(D) Oversight of the Company's Corporate Governance Matters

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - (b) to review and monitor the training and continuous professional development of Directors and senior management;
 - (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
 - (e) to consider other topics, as defined by the Board.
- (ii)** During the financial year ended 31 March 2013, a Whistleblowing Policy & Procedures of the Group was established and approved by the Company's AC, which has the delegated authority and responsibility, for employees and those who deal with the Group (e.g. customers and suppliers) to raise concerns, in confidence, with the Company Secretary, and any and all relevant complaints received may then be referred to the Chairman or the AC of the Company about possible improprieties in any matter related to the Group.
- (iii)** The work performed by the AC for the financial year ended 31 March 2013 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)(B)** above regarding the duties of the AC;
 - (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;
 - (g) meeting with the external auditor; and
 - (h) approval of a Corporate Governance Policy and a Shareholders Communication Policy of the Company.

JOYCE

CORPORATE GOVERNANCE REPORT

(II) Remuneration Committee

The Company's Remuneration Committee ("RC") consists of one Non-executive Director and two INEDs of the Company.

One RC meeting was held during the financial year ended 31 March 2013. Attendance of the RC members is set out below:

Members	Attendance/Number of Meeting
Eric K. K. Lo (<i>Chairman of RC</i>)	1/1
Antonio Chan	1/1
Paul Y. C. Tsui	1/1

- (i) The terms of reference of the RC are aligned with the provisions set out in the CG Code. Given below are the main duties of the RC:
- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;
 - (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.
- This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
 - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
 - (f) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

JOYCE

CORPORATE GOVERNANCE REPORT

- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
 - (i) to advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under the Listing Rules.
- (ii) The work performed by the RC, which has the delegated authority and responsibility, for the financial year ended 31 March 2013 is summarised below:
- (a) review of the Company's policy and structure of all remuneration of Directors and senior management;
 - (b) consideration and approved 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.

(III) Nomination Committee

The Company has set up a Nomination Committee ("NC") comprising three members, namely, the Chairman of the Company Mr. Stephen Ng (as chairman of the NC) and two other members who are both INEDs of the Company, namely, Mr. Antonio Chan and Mr. Eric K. K. Lo.

During the financial year ended 31 March 2013, no meeting of the NC was held as there is no change in Board members of the Company.

The terms of reference of the NC are aligned with the provisions set out in the CG Code. Given below are the main duties of the NC:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of INEDs; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive.

JOYCE

CORPORATE GOVERNANCE REPORT

(IV) Corporate Governance Functions

While the Board is and remains to be principally responsible for the corporate governance functions of the Company, it has delegated the relevant duties to the AC to ensure the proper performance of corporate governance functions of the Company. In this connection, the terms of reference of the AC include various duties relating to corporate governance matters which are set out in paragraph “(D) Oversight of the Company’s Corporate Governance Matters” on page 28.

(G) AUDITOR’S REMUNERATION

The fees in relation to services for the financial year ended 31 March 2013, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to HK\$1.6 million and HK\$0.2 million respectively.

(H) INTERNAL CONTROL

The Directors are ultimately responsible for the internal control system of the Group and, through the AC, have reviewed the effectiveness of the system, including the adequacy of resources, qualifications and experience of staff of the Group’s accounting and financial reporting function, and their training programmes and budget. 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 monitors compliance with policies and standards and the effectiveness of internal control structures across the whole Group. Findings regarding internal control matters are reported to the AC. 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, and the adequacy of, *inter alia*, resources, qualifications, experience and training of staff of the Group’s accounting and financial reporting function was conducted by the AC and subsequently reported to the Board during the financial year ended 31 March 2013. Based on the result of the review, in respect of the financial year ended 31 March 2013, the Directors considered that the internal control system and procedures of the Group were effective and adequate.

JOYCE

CORPORATE GOVERNANCE REPORT

(I) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 March 2013, 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 2013:

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

(J) COMMUNICATION WITH SHAREHOLDERS

A Shareholders Communication Policy was adopted by the Company on 26 March 2012 to ensure that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.

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 published/printed and sent to all Shareholders. Such reports and press releases are posted and are available for download at the Company's corporate website www.irasia.com/listco/hk/joyce/index.htm. Constantly being updated in a timely manner, the website 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 for Shareholders to stay informed of the Group's strategy and goals.

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

JOYCE

CORPORATE GOVERNANCE REPORT

(K) SHAREHOLDERS' RIGHTS

(I) 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.

(II) Send Enquiries to the Board

The Company's corporate website provides email address, postal address, fax number and telephone number by which Shareholders may at any time address their concerns or enquiries to the Company's Board.

(III) Make Proposals at General Meetings

(i) The procedures for proposing candidate(s) for election as Director(s) at a Shareholders' meeting are set out in the Corporate Governance section of the Company's corporate website.

(ii) The procedures for proposing resolution(s) to be moved at a Shareholders' meeting are as follows:

Shareholder(s) can submit a written requisition to move a resolution at a Shareholders' meeting pursuant to Section 79 of the Bermuda Companies Act 1981 if they –

- (a) represent not less than 5% of the total voting rights of all Shareholders having at the date of the requisition a right to vote at the Shareholders' meeting; or
- (b) are no less than 100 Shareholders holding the Company's shares.

The written requisition must –

- (1) contain the signatures of all the requisitionists (which may be contained in one document or in several documents in like form);
- (2) be deposited at the Company's registered office in Bermuda (Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda) and its principal office in Hong Kong (26/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong) for the attention of the Company Secretary not less than 6 weeks (as required in most circumstances under the applicable laws) before the Shareholders' meeting in the case of a requisition requiring notice of a resolution and not less than 1 week before the Shareholders' meeting in the case of any other requisition; and
- (3) be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all Shareholders in accordance with the requirements under the applicable laws and rules.



JOYCE BY ROMEO GIGLI, Venice Shop Grand Opening, August 30, 2012

JOYCE

REPORT OF THE DIRECTORS

The Directors have pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 March 2013.

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 in Note 29 to the Financial Statements on page 137.

RESULTS, APPROPRIATIONS AND RESERVES

The results of the Group and appropriations of profits for the financial year ended 31 March 2013 are set out in the Consolidated Income Statement on page 75.

Movements in reserves during the financial year are set out in Note 25 to the Financial Statements on pages 128 and 129.

DIVIDENDS

The Board has declared an interim dividend of 3.5 cents per share in respect of the year ended 31 March 2013, payable on Friday, 30 August 2013 to Shareholders on record as at 26 August 2013. This interim dividend is to be paid in lieu of a final dividend in respect of the financial year ended 31 March 2013.

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 118 and 119.

DIRECTORS

The Directors of the Company during the financial year were Mr. Stephen T. H. Ng, Mr. Antonio Chan, Ms. Doreen Y. F. Lee, Mr. Eric F. C. Li, Mr. Eric K. K. Lo 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).

JOYCE

REPORT OF THE DIRECTORS

INTERESTS IN CONTRACTS

No contract of significance in relation to the Company's business to which the Company, any of its subsidiaries or its holding 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, 21 June 2013

JOYCE

INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

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 75 to 137, which comprise the consolidated and company statements of financial position as at 31 March 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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 about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 consolidated financial statements.

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

OPINION

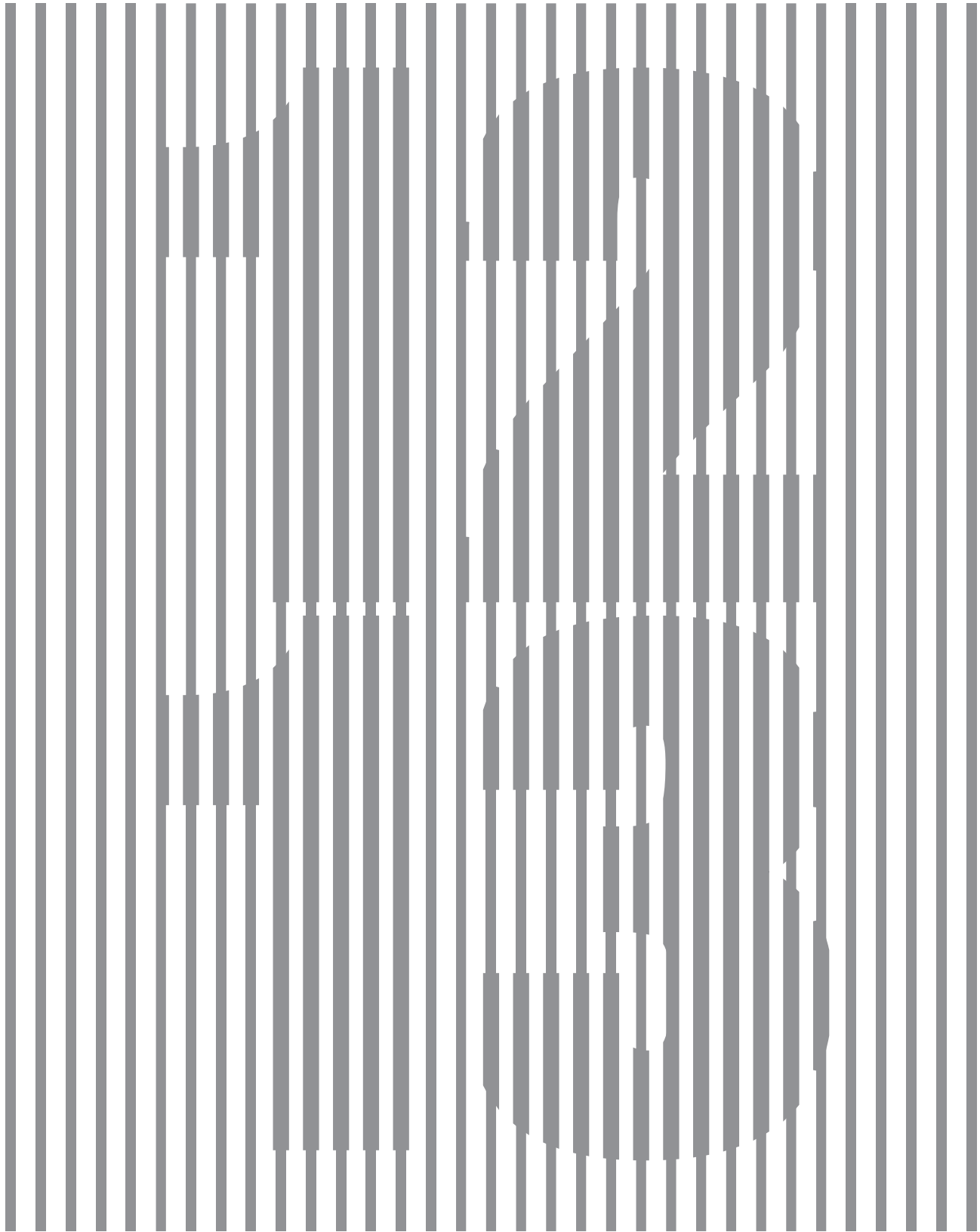
In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 June 2013



JOYCE, Beijing Shin Kong Place Opening, October 2012



2012/2013 Audited Financial Statements

二〇一二 / 二〇一三年已審核財務報表

JOYCE

CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March 2013
截至二〇一三年三月三十一日止年度

			2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Turnover	營業額	5	1,265,213	1,324,046
Other income	其他收入	6	46,666	17,575
Direct costs and operating expenses	直接成本及營業費用	7	(1,058,411)	(1,006,751)
Selling and marketing expenses	銷售及推銷費用	7	(67,268)	(71,271)
Administrative expenses	行政費用	7	(104,006)	(93,457)
Other losses, net	其他淨虧損	8	(4,297)	(1,788)
Operating profit	營業盈利		77,897	168,354
Finance costs	融資成本	9	(29)	(53)
Share of profit of an associate	所佔聯營公司盈利	19	3,302	6,964
Profit before income tax	扣除所得稅前盈利		81,170	175,265
Income tax expense	所得稅費用	11	(16,865)	(24,147)
Profit attributable to equity holders of the Company	公司權益持有人應佔盈利		64,305	151,118
Dividends	股息	13	3.5 cents	5.0 cents
Earnings per share	每股盈利			
– Basic and diluted	– 基本及攤薄	14	4.0 cents	9.3 cents

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 March 2013
截至二〇一三年三月三十一日止年度

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Profit for the year	年度盈利	64,305	151,118
Other comprehensive income:	其他綜合收益：		
Net translation differences on foreign operations	海外營運之匯兌淨差額	(585)	2,668
Fair value (losses)/gains on cash flow hedge, net of tax	除稅後之現金流動對沖之 公平值(虧損)/收益	(1,651)	1,625
Total other comprehensive (expenses)/income	其他綜合總(開支)/收益	(2,236)	4,293
Total comprehensive income attributable to equity holders of the Company	年內綜合總收益	62,069	155,411

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2013
於二〇一三年三月三十一日止年度

		Note 附註	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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	89,481	99,774
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	64,915	60,196
Interest in an associate	於聯營公司的權益	19	17,945	19,251
Deferred income tax assets	遞延所得稅資產	26	13,452	9,959
			185,793	189,180
Current assets	流動資產			
Inventories	存貨		272,609	262,303
Trade and other receivables	貿易及其他應收賬項	18	72,698	33,745
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	24,252	26,672
Financial derivative assets	衍生金融工具資產	21	—	2,059
Cash and cash equivalents	現金及現金等值項目	22	422,050	495,429
			791,609	820,208
Total assets	資產總額		977,402	1,009,388

JOYCE

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

	Note 附註	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	24	162,400	162,400
Reserves	25	536,175	555,306
Total equity		698,575	717,706
LIABILITIES			
Non-current liability			
Financial liability at fair value through profit or loss	20	7,122	9,948
Current liabilities			
Trade and bills payables	23	58,009	68,613
Other payables and accruals		197,867	192,275
Amount due to an associate	19	2,495	3,472
Financial derivative liabilities	21	216	—
Current income tax liabilities		13,118	17,374
		271,705	281,734
Total liabilities		278,827	291,682
Total equity and liabilities		977,402	1,009,388
Net current assets		519,904	538,474
Total assets less current liabilities		705,697	727,654

Stephen T. H. Ng
Chairman
吳天海
主席

Paul Y. C. Tsui
Director
徐耀祥
董事

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

COMPANY STATEMENT OF FINANCIAL POSITION 公司財務狀況表

As at 31 March 2013
於二〇一三年三月三十一日止年度

		Note	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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	16,530	1,097
Interests in subsidiaries	所佔附屬公司權益	17	93,062	132,882
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	1,791	3,573
Deferred income tax assets	遞延所得稅資產	26	5,417	5,740
			116,800	143,292
Current assets	流動資產			
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	433	630
Amounts due from subsidiaries	應收附屬公司款項	17	346,704	403,998
Cash and cash equivalents	現金及現金等值項目	22	1,210	877
			348,347	405,505
Total assets	資產總額		465,147	548,797
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	24	162,400	162,400
Reserves	儲備	25	229,396	304,072
			391,796	466,472
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accruals	其他應付賬項及應計項目		20,460	19,273
Amounts due to subsidiaries	應付附屬公司款項	17	52,891	63,052
Total liabilities	負債總額		73,351	82,325
Total equity and liabilities	權益及負債總額		465,147	548,797
Net current assets	流動資產淨值		274,996	323,180
Total assets less current liabilities	資產總額減流動負債		391,796	466,472

Stephen T. H. Ng
Chairman
吳天海
主席

Paul Y. C. Tsui
Director
徐耀祥
董事

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益轉變報表

For the year ended 31 March 2013
截至二〇一三年三月三十一日止年度

集團	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔							
		Share capital	Share premium	Capital surplus	Contributed surplus	Exchange fluctuation reserve	Hedging reserve	Retained profits	Total
		股本 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	資本盈餘 HK\$'000 港幣千元	繳入盈餘 HK\$'000 港幣千元	匯兌波動 儲備 HK\$'000 港幣千元	對沖儲備 HK\$'000 港幣千元	累積盈利 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
Balance at 1 April 2012	二〇一二年 四月一日結存	162,400	3,728	76	139,196	4,191	1,478	406,637	717,706
Comprehensive income	綜合收益								
Profit attributable to equity holders	權益持有人應佔盈利	-	-	-	-	-	-	64,305	64,305
Other comprehensive income/(expense)	其他綜合收益/(開支)								
Net translation differences on foreign operations	海外營運之匯兌淨差額:								
- Subsidiaries	- 附屬公司	-	-	-	-	(506)	-	-	(506)
- Associate	- 聯營公司	-	-	-	-	(79)	-	-	(79)
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	-	-	-	-	-	(2,026)	-	(2,026)
- Deferred income tax recognised	- 確認的遞延所得稅								
	26	-	-	-	-	-	375	-	375
Total other comprehensive expense	其他綜合總開支	-	-	-	-	(585)	(1,651)	-	(2,236)
Total comprehensive (expense)/income	綜合總(開支)/收益	-	-	-	-	(585)	(1,651)	64,305	62,069
Transactions with owners	與權益持有者的交易								
Dividend paid for the year ended 31 March 2012	就二〇一二年 三月三十一日止年度 之已付中期股息	-	-	-	-	-	-	(81,200)	(81,200)
Balance at 31 March 2013	二〇一三年 三月三十一日結存	162,400	3,728	76	139,196	3,606	(173)	389,742	698,575

JOYCE

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益轉變報表

集團	Note 附註	Attributable to equity holders of the Company 本公司權益持有人應佔							
		Share capital	Share premium	Capital surplus	Contributed surplus	Exchange fluctuation reserve	Hedging reserve	Retained profits	Total
		股本 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	資本盈餘 HK\$'000 港幣千元	繳入盈餘 HK\$'000 港幣千元	匯兌波動 儲備 HK\$'000 港幣千元	對沖儲備 HK\$'000 港幣千元	累積盈利 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
Balance at 1 April 2011	二〇一一年 四月一日結存	162,400	3,728	76	139,196	1,523	(147)	320,479	627,255
Comprehensive income	綜合收益								
Profit attributable to equity holders	權益持有人應佔盈利	-	-	-	-	-	-	151,118	151,118
Other comprehensive income/(expense)	其他綜合收益/(開支)								
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	-	2,654	-	-	2,654
- Associate	- 聯營公司	-	-	-	-	14	-	-	14
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	-	-	-	-	-	1,817	-	1,817
- Deferred income tax recognised	- 確認的遞延所得稅	26	-	-	-	-	(192)	-	(192)
Total other comprehensive income	其他綜合總收益	-	-	-	-	2,668	1,625	-	4,293
Total comprehensive income	綜合總收益	-	-	-	-	2,668	1,625	151,118	155,411
Transactions with owners	與權益持有者的交易								
Dividend paid for the year ended 31 March 2011	就二〇一一年 三月三十一日止年度 之已付中期股息	-	-	-	-	-	-	(64,960)	(64,960)
Balance at 31 March 2012	二〇一二年 三月三十一日結存	162,400	3,728	76	139,196	4,191	1,478	406,637	717,706

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2013
截至二〇一三年三月三十一日止年度

			2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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)	73,032	196,759
Interest paid	已付利息		(29)	(53)
Interest received	已收利息		1,067	1,232
Income tax paid	已付所得稅		(24,239)	(39,465)
Net cash generated from operating activities	營業活動產生的淨現金		49,831	158,473
Cash flows from investing activities	投資活動的現金流量			
Purchases of property, plant and equipment	購買物業、廠房及設備		(45,423)	(82,530)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項		-	74
Dividend income from an associate	聯營公司所發之股息收入		4,529	5,096
Net cash used in investing activities	投資活動所用淨現金		(40,894)	(77,360)
Cash flows from financing activity	融資活動的現金流量			
Dividend paid	已付股息		(81,200)	(64,960)
Net cash used in financing activity	融資活動所用淨現金		(81,200)	(64,960)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目淨(減少)/增加		(72,263)	16,153
Effect of foreign exchange rate changes, net	匯兌調整淨額		(1,116)	(477)
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目		495,429	479,753
Cash and cash equivalents at end of year	於年末之現金及現金等值項目		422,050	495,429
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	22	203,001	166,226
Short-term bank deposits	短期銀行存款	22	219,049	329,203
			422,050	495,429

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表附註

(a) Reconciliation of operating profit to cash generated from operations

(a) 營業盈利與營業活動所產生的現金對賬

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Operating profit	營業盈利	77,897	168,354
Interest income	利息收入	(1,067)	(1,232)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	47,393	30,335
Impairment charge on property, plant and equipment	物業、廠房及設備減值	7,123	-
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損/(盈利)	1,810	(53)
Fair value (gain)/loss 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(盈利)/虧損	(2,826)	1,788
Operating profit before working capital changes	營運資金變動前之營業盈利	130,330	199,192
Increase in inventories	存貨之增加	(10,057)	(67,549)
(Increase)/decrease in trade and other receivables	貿易及其他應收賬項之(增加)/減少	(38,953)	6,009
Increase in deposits, prepayments and other assets	訂金、預付費用及其他資產之增加	(2,299)	(27,371)
(Decrease)/increase in trade and bills payables	應付貿易賬項及應付票據之(減少)/增加	(10,604)	16,250
Increase in other payables and accruals	其他應付賬項及應計項目之增加	5,592	69,869
(Decrease)/increase in amount due to an associate	應付聯營公司款項之(減少)/增加	(977)	359
Cash generated from operations	營業產生的現金	73,032	196,759

The notes on pages 84 to 137 are an integral part of these financial statements.

載於第84至137頁之附註為綜合財務報表的整體部份。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Joyce Boutique Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the 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 21 June 2013.

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 revaluation of 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二〇一三年六月二十一日獲董事會通過。

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的重估(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。涉及對綜合財務報表屬重大假設和估計的範疇，在附註4中披露。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The following amended standards are effective for the accounting periods beginning on or after 1 April 2012, but they are not relevant to the Group's operations.

HKFRS 1 (Amendment)	Severe hyperinflation and removal of fixed dates for first-time adopters
HKFRS 7 (Amendment)	Disclosures – transfer of financial assets
HKAS 12 (Amendment)	Deferred tax: recovery of underlying assets

The adoption of the above amended standards have no significant impact on the results and financial position of the Group.

The following new, revised/amended standards and interpretations have been issued but are not yet effective for the Group's accounting periods beginning on 1 April 2012 and have not been early adopted by the Group.

HKFRS 1 (Amendment)	First time adoption on government loans
HKFRS 7 (Amendment)	Financial instruments: Disclosures on asset and liability offsetting
HKFRS 9 HKFRS 7 and HKFRS 9 Amendments	Financial instruments Mandatory effective date and transaction disclosures
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosures of interests in other entities
HKFRS 10, HKFRS 11 and HKFRS 12 Amendment	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKFRS 10, HKFRS 12 and HKAS 27 (revised 2011) Amendment	Investment entities
HKFRS 13 HKAS 1 (Amendment)	Fair value measurement Presentation of financial statements
HKAS 19 (Amendment)	Employee benefits

2 主要會計政策 (續)

2.1 編製基準 (續)

下列現行準則的修訂乃於二〇一二年四月一日或之後開始的會計期間生效，但與集團的營運無關。

香港財務報告準則 第1號 (修訂本)	嚴重惡性通脹及剔除首次採納者之固定日期
香港財務報告準則 第7號 (修訂本)	披露—轉移金融資產
香港會計準則 第12號 (修訂本)	遞延稅項：收回相關資產

採用以上現行準則的修訂對本集團的經營業績及財務狀況並無造成嚴重影響。

下列新準則、現行準則的修訂及詮釋已經刊發，但於二〇一二年四月一日開始的會計期間並未生效，亦未獲本集團提早採用。

香港財務報告準則第1號 (修訂本)	首次採納於政府貸款
香港財務報告準則第7號 (修訂本)	金融工具：披露—金融資產與金融負債之抵銷
香港財務報告準則第9號 香港財務報告準則 第7號及第9號 (修訂本)	金融工具 強制性生效日期及過渡性披露
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	披露在其他實體的權益
香港財務報告準則 第10號、第11號及 第12號 (修訂本)	綜合財務報表、聯合安排及披露在其它實體的權益：過渡指引
香港財務報告準則第10號、 第12號及香港會計準則 第27號 (二〇一一年) (修訂本)	投資實體
香港財務報告準則第13號 香港會計準則第1號 (修訂本)	公允價值計量 有關財務報表之呈報
香港會計準則第19號 (修訂本)	僱員福利

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

HKAS 27 (revised 2011)	Separate financial statements
HKAS 28 (revised 2011)	Associates and joint ventures
HKAS 32 (Amendment)	Financial instruments: Presentation on asset and liability offsetting
HK(IFRIC) – Int 20	Stripping costs in the production phase of a surface mine
Annual Improvements Project	Annual improvements 2009-2011 cycle

The Group is in the process of making an assessment of the impact of the new, revised/amended standards and interpretations upon initial application. So far, except for HKFRS 9 “Financial instruments”, it has concluded that the new standards, amendments to standards and interpretations are unlikely to have significant impact on the Group’s results of operations and financial positions.

The Group has assessed that the adoption of HKFRS 10 does not have any significant impact on the Group as all subsidiaries within the Group satisfy the requirements of control under HKFRS 10 and there are no new subsidiaries identified under the new guidance.

In addition, the Hong Kong Institute of Certified Public Accountants (“HKICPA”) also published a number of amendments to existing standards under its annual improvement project. These amendments are not expected to have a significant financial impact on the results of operations and financial position of the Group.

2.2 Subsidiaries

2.2.1 Consolidation

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. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

2 主要會計政策 (續)

2.1 編製基準 (續)

香港會計準則第27號 (二〇一一年)	獨立財務報表
香港會計準則第28號 (二〇一一年)	在聯營公司和合資項目的投資
香港會計準則第32號 (修訂本)	金融工具：呈列—金融資產與金融負債之抵銷
香港(國際財務報告詮釋委員會)—詮釋第20號 年度改進項目	露天礦場於生產階段之剝除成本 二〇〇九至二〇一一年香港財務報告準則之改進

本集團正在評估新訂或經修訂準則、現有準則的修訂或詮釋初始應用的影響。迄今，除香港財務報告準則第9號「金融工具」外，已確認新訂或經修訂準則、現有準則的修訂及詮釋不大可能對本集團的經營業績及財務狀況造成嚴重影響。

本集團已評估採納香港財務報告準則第10號不會對本集團構成任何重大影響，此乃由於本集團之所有附屬公司已符合香港財務報告準則第10號之控制權規定，且亦無根據新指引界定出任何新附屬公司。

此外，香港會計師公會在其年度改進項目中就現有準則刊發多項修訂。該等修訂預期對本集團的業績及財務狀況並無造成嚴重影響。

2.2 附屬公司

2.2.1 綜合賬目

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。如本集團不持有超過百分之五十的投票權，但有能力基於實質控制權而管控財務和營業政策，也會評估是否存在控制權。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

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.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(a) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(b) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2 主要會計政策 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

實質控制權可源自並未持有超過百分之五十的投票權，但可透過實質控制權管控其財政及營業政策之情況。

附屬公司的賬目自控制權轉讓予本集團之日起全面綜合計入，並自該控制權終止之日停止綜合計入賬目。

本集團公司之間的公司間交易、結餘、收入及交易開支已對銷。於資產內確認的公司間交易產生的溢利及虧損亦會對銷。附屬公司的會計政策已作必要更改，確保與本集團採納的會計政策一致。

(a) 不導致失去控制權的子公司權益變動

本集團將其與非控制性權益進行、不導致失去控制權的交易入賬為權益交易—即與所有者以其作為所有者身份進行的交易。所支付任何對價的公平值與相關應佔所收購子公司淨資產賬面值的差額記錄為權益。向非控制性權益的處置的盈虧亦記錄在權益中。

(b) 出售子公司

當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公平值。賬面值的變動在損益中確認。公平值為就保留權益的後續入賬而言的初始賬面值作為聯營、合營或金融資產。此外，之前在其他綜合收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他綜合收益中確認的數額重新分類至損益。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting right. Investment in associate is accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The group's investment in associate includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive expense is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive expense is recognised in other comprehensive expense with a corresponding adjustment to 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 legal or constructive obligations or made payments on behalf of the associate.

2 主要會計政策 (續)

2.2 附屬公司 (續)

2.2.2 獨立財務報表

子公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。子公司的業績由本公司按已收及應收股利入賬。

如股利超過宣派股利期內子公司的總綜合收益，或如在獨立財務報表的投資賬面值超過合併財務報表中被投資公司淨資產（包括商譽）的賬面值，則必須對子公司投資作減值測試。

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主體，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。根據權益會計法，初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。本集團於聯營公司的投資包括購買時已辨認的商譽。

如聯營公司的權益持有被削減但仍保留重大影響力，只有按比例將之前在其他綜合收益中確認的數額重新分類至損益（如適當）。

本集團應佔聯營公司購買後利潤或虧損於綜合收益表內確認，而應佔其購買後的其他綜合收益變動則於其他綜合收益內確認，並相應調整投資賬面值。如本集團應佔一家聯營公司的虧損等於或超過其在該聯營公司的權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團對聯營公司已產生法律或推定債務或已代聯營公司作出付款。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Associates (Continued)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of an associate' in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investment in associate are recognised in the consolidated income statement.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified collectively as the top management that makes strategic decisions.

2.5 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 (HK\$), 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 translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in other comprehensive income as qualifying cash flow hedges.

2 主要會計政策 (續)

2.3 聯營公司 (續)

本集團在每個報告日期釐定是否有客觀證據證明聯營公司投資已減值。如投資已減值，本集團計算減值，數額為聯營公司可收回數額與其賬面值的差額，並在綜合收益表中確認於「所佔聯營公司盈利／(虧損)」旁。

本集團與其聯營公司之間的上流和下流交易的利潤和虧損，在集團的綜合財務報表中確認，但僅限於無關連投資者在聯營公司權益的數額。除非交易提供證據顯示所轉讓資產已減值，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。

在聯營公司投資中所產生的攤薄盈利和虧損於綜合收益表確認。

2.4 分部匯報

營運分部之報告方式，與向主要營運決策者提供內部報告之方式一致。主要營運決策者負責就營運分部分配資源及評估分部之表現，而管理層被視為作出策略決定的主要營運決策者。

2.5 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。除了符合在其他綜合收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綜合收益表確認。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(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 statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative 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 other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

2.6 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 income statement during the financial period in which they are incurred.

2 主要會計政策 (續)

2.5 外幣換算 (續)

(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) 每份呈報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率換算;
- (ii) 每份收益表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其他綜合收益。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綜合收益表確認為出售盈虧的一部份。

2.6 物業、廠房及設備

物業、廠房及設備乃以歷史成本值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綜合收益表支銷。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment (Continued)

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 the end of each reporting 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 2.7).

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised in the consolidated income statement.

2.7 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. 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.

2.8 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 income statement.

2 主要會計政策 (續)

2.6 物業、廠房及設備 (續)

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2.7)

出售之盈虧取決於銷售所得款項與賬面數額之比較，並於綜合收益表入賬。

2.7 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。當有事件出現或情況改變，顯示資產之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收益表內確認。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。

2.8 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收益表確認。

**NOTES TO THE
CONSOLIDATED FINANCIAL STATEMENTS**

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.8 Derivative financial instruments and hedging

activities (Continued)

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.

The fair values of derivative instruments used for hedging purposes are disclosed in Note 21. Movements on the hedging reserve in other comprehensive income 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 values 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 income statement.

Amounts accumulated in hedging reserve are recycled in the consolidated income statement 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 inventories 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 income statement. 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 income statement.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement.

2 主要會計政策 (續)

2.8 衍生金融工具及對沖活動 (續)

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。

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中的其他綜合收益。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收益表確認。

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收益表中確認。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收益表內確認時確認入賬。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收益表。

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,即時於綜合收益表內確認。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.9 Financial liability at fair value through profit and loss

Financial liability at fair value through profit and loss represented the call and put options disclosed in Note 19. The financial liability is initially recognised at fair value on the date the options were entered into and is subsequently remeasured at the fair value. Gain or loss arising from change in value is recognised in the consolidated income statement.

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 price 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 income statement. 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 income statement.

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. Bank overdrafts are shown within borrowings in current liabilities.

2 主要會計政策 (續)

2.9 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19披露的認購及認沽期權淨公平值。金融負債初步按於期權訂立日的公平值確認，其後按公平值重新計量。公平值變動的盈利或虧損在綜合收益表確認。

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他成本。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收益表中確認。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，將撥回綜合收益表內。

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他短期高流動性投資，以及銀行透支。銀行透支在流動負債中借款內列示。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (*Continued*)

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.

2.15 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in other comprehensive income or equity. In this case, tax is also recognised in other comprehensive income or equity.

(a) *Current tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of statement of financial position in the countries where the Company, its subsidiaries and associate 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. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) *Deferred tax*

Inside basis differences

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.

2 主要會計政策 (續)

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。

2.15 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。稅項在綜合收益表內確認，但與其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

(a) *當期所得稅*

當期所得稅支出根據本公司、其附屬公司及聯營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。

(b) *遞延所得稅*

內在差異

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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.15 Current and deferred income tax (Continued)

(b) **Deferred tax (Continued)**

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associate 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.

(c) **Offsetting**

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 assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.16 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 date of statement of financial position.

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 defined contribution pension schemes:

Occupational retirement 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.

2 主要會計政策 (續)

2.15 當期及遞延所得稅 (續)

(b) **遞延所得稅 (續)**

外在差異

遞延所得稅乃就向附屬公司及聯營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。

(c) **抵銷**

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.16 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**

本集團設有列主要的界定供款退休金計劃：

職業退休計劃

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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.16 Employee benefits (Continued)

(c) Pension schemes (Continued)

Mandatory provident funds

Contributions to the Mandatory Provident Fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to the consolidated income statement when incurred.

Others

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 income statement 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) Long service payments

The Group's net obligation in respect of amounts payable on cessation of employment in certain circumstances under the employment law of the respective countries in which the Group operates is the amount of future benefit that employees have earned in return for their services in the current and prior periods.

Long service payments are assessed using the projected unit credit method. The cost of providing the long service payment liabilities is charged to the consolidated income statement so as to spread the cost over the service lives of employees in accordance with the advice of the actuaries.

Long service payments are discounted to determine the present value of obligation and reduced by entitlement accrued under the Group's defined contribution plans that are attributable to contributions made by the Group. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

2 主要會計政策 (續)

2.16 僱員福利 (續)

(c) 退休金計劃 (續)

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，均於產生時在綜合收益表列支。

其他

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收益表。

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) 長期服務金

本集團根據營運所在國家之僱傭條例在若干情況下就終止僱用應付金額之負擔淨額，為僱員於本期及前期提供服務賺取之回報之未來利益金額。

長期服務金乃以預計單位貸記法評估。長期服務金負債之成本乃於綜合收益表扣除，以使成本按精算師之建議於僱員服務年內分攤支銷。

長期服務金會予以折讓以確定其負擔之現值，並扣減本集團於定額供款計劃就本集團所作供款應佔部份。精算盈虧乃按僱員平均尚餘服務年期確認。過往之服務成本乃按平均年期以直線法支銷，直至僱員享有該等福利為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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.

2.18 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.

Sales of goods that result in award credits for customers are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods sold and the award credits granted. The consideration allocated to the award credits is measured by reference to their fair values, taking into the account the fair value of the products for which award credits could be redeemed. Such consideration is not recognised as revenue at the time of the initial sale transaction, but is deferred and recognised as revenue upon the expiration or redemption of award credits.

(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) Rental income

Rental income is recognised on a straight-line accrual basis over the terms of lease agreement.

(e) Management fee and commission income

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

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。

2.18 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。

因貨品銷售而產生客戶獎勵積分的收入應以包含多個銷售的交易入賬，已收或應收對價的公平價值在已銷售貨品和所授予的獎勵積分之間分攤。分攤給獎勵積分之對價乃參照其公平值及考慮該獎勵積分可兌現之貨品的公平值作計量。分攤給獎勵積分之對價在首次銷售交易時不會確認為收入，並會遞延入賬，在獎勵積分過期或兌現時確認為收入。

(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) 租金收入

租金收入乃利用直線攤銷法在租賃合同期內確認。

(e) 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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.19 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Receipts or payments made under operating leases (net of any incentives paid to lessee or received from the lessor) are recognised as income or expense in the consolidated income statement on the straight-line basis over the period of the lease.

2.20 Dividend distribution

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

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 Euro dollars ("Euro"), 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 of the Group denominated in Euro is minimised using forward foreign exchange contracts where active markets exist.

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

2 主要會計政策 (續)

2.19 經營租賃

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。根據經營租賃收取或支付的款項，扣除繳付予承租人或自出租人收取之任何優惠後，於租賃期內以直線法在綜合收益表確認為收入或開支。

2.20 股息分派

向本公司股東分派的股息在股息獲本公司董事或股東批准的期間內於本公司的賬項內列為負債。

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。

當本集團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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

As the Group has hedged against Euro for Hong Kong entities for both years, the Group is exposed to minimal foreign exchange risk against Euro for Hong Kong entities.

At 31 March 2013, if Euro had weakened/strengthened by 5% against RMB with all other variables held constant, post-tax profit for the year would have been approximately HK\$452,000 higher/lower (2012: HK\$567,000 higher/lower) mainly as a result of foreign exchange gains/losses on settlement of purchases.

At 31 March 2013, if RMB had weakened/strengthened by 2% against HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$902,000 lower/higher (2012: HK\$897,000 lower/higher) mainly as a result of foreign exchange gains/losses on the receipt of a receivable balance.

The Group considers the risk of movements in exchange rates between HK\$ and USD to be insignificant as HK\$ and USD are pegged and hence, foreign currency risk is considered insignificant.

(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 mainly from deposits with banks, rental deposits, as well as credit exposures to wholesale and retail customers, including outstanding receivables.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(i) 外匯風險 (續)

由於本集團的香港公司於兩年來均對歐元進行有效對沖，故集團的香港實體所受的歐元匯率風險極低。

於二〇一三年三月三十一日，倘歐元兌人民幣貶值／升值5%，而所有其他因素維持不變，則除稅後盈利將增加／減少港幣452,000元（二〇一二年：增加／減少港幣567,000元），主要因為結算採購所產生的匯兌收益／虧損。

於二〇一三年三月三十一日，倘人民幣兌港元貶值／升值2%，而所有其他因素維持不變，則除稅後盈利將減少／增加港幣902,000元（二〇一二年：減少／增加港幣897,000元），主要因為收到應收賬項所產生匯兌收益／虧損。

由於港元與美元掛鈎，故本集團認為港元和美元的匯率變動輕微，其外匯風險甚低。

(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）。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

Impairment provisions are made for losses that have been incurred at the date of statement of financial position. 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 2013, 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 (續)

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。

於二〇一三年三月三十一日，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 2013 二〇一三年三月三十一日		31 March 2012 二〇一二年三月三十一日	
		Carrying amount in statement of financial position 於財務狀況表 之賬面值 HK\$'000 港幣千元	Maximum exposure to credit risk 須承受之 最高信貸風險 HK\$'000 港幣千元	Carrying amount in statement of financial position 於財務狀況表 之賬面值 HK\$'000 港幣千元	Maximum exposure to credit risk 須承受之 最高信貸風險 HK\$'000 港幣千元
Financial assets:	財務資產：				
Cash and cash equivalents	現金及現金等值項目	422,050	420,610	495,429	494,620
Trade and other receivables	貿易及其他應收賬項	72,698	72,698	33,745	33,745
Financial derivative assets	衍生金融工具資產	-	-	2,059	2,059
Deposits and other assets	訂金及其他資產	84,993	84,993	79,180	79,180

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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\$279,800,000 as at 31 March 2013 (2012: HK\$279,800,000). Borrowing facilities utilised as at 31 March 2013 amounted to approximately HK\$25,514,000 (2012: HK\$20,018,000). 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。於二〇一三年三月三十一日，本集團之可動用借貸總額為港幣279,800,000元（二〇一二年：港幣279,800,000元）。於二〇一三年三月三十一日，已動用的借貸總額約為港幣25,514,000元（二〇一二年：港幣20,018,000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	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Trade and bills payable	應付貿易賬項及應付票據	58,009	68,613
Other payables and accruals	其他應付賬項及應計項目	166,556	178,850
Amount due to an associate	應付聯營公司款項	2,495	3,472
Total	總額	227,060	250,935

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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. The gross settlement contracts require undiscounted contractual cash inflows and outflows as follows:

		Less than 1 year 一年以下 HK\$'000 港幣千元
At 31 March 2013	二〇一三年三月三十一日	
Forward foreign exchange contracts	遠期外匯合約	
– cash flow hedges	– 現金流量對沖：	
Inflows	流入	49,770
Outflows	流出	(49,990)
At 31 March 2012	二〇一二年三月三十一日	
Forward foreign exchange contracts	遠期外匯合約	
– cash flow hedges	– 現金流量對沖：	
Inflows	流入	95,533
Outflows	流出	(93,123)

(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 2013, if interest rates on the bank deposits had been 10 basis points (2012: 10 basis points) higher/lower with all other variables held constant, pre-tax profit for the year would have been HK\$421,000 (2012: HK\$495,000) higher/lower, 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額工具。以總額方式結算之合約所需之未折現現金流入及流出如下：

(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。在二〇一三年三月三十一日，假若銀行存款利率高出／低了10基點（二〇一二年：10基點），而所有其他因素維持不變，則該年度的除稅前盈利應增加／減少港幣421,000元（二〇一二年：港幣495,000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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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 table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

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

下表採用估值法按按公平值列賬之金融工具進行分析。不同級別界定如下：

- 第一層 – 相同資產或負債在交投活躍市場的報價（未經調整）
- 第二層 – 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）
- 第三層 – 資產或負債並非依據可觀察市場數據的輸入（即非可觀察輸入）

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial assets and liabilities that were measured at fair value as at 31 March 2013.

		Level 1 第一層 HK\$'000 港幣千元	Level 2 第二層 HK\$'000 港幣千元	Level 3 第三層 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Liabilities	負債				
Financial liability at fair value through profit or loss	按公平價值透過損益 記賬的金融負債	-	-	7,122	7,122
Financial derivative liabilities	衍生金融工具負債	-	216	-	216
		-	216	7,122	7,338

The following table presents the Group's financial assets and liabilities that were measured at fair value as at 31 March 2012.

		Level 1 第一層 HK\$'000 港幣千元	Level 2 第二層 HK\$'000 港幣千元	Level 3 第三層 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Assets	資產				
Financial derivative assets	衍生金融工具資產	-	2,059	-	2,059
Liabilities	負債				
Financial liability at fair value through profit or loss	按公平價值透過損益 記賬的金融負債	-	-	9,948	9,948

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

3 金融風險管理 (續)

3.3 公平值估計 (續)

下表顯示本集團的財務負債按二〇一三年三月三十一日計量的公平值。

下表顯示本集團的財務資產及負債按二〇一二年三月三十一日計量的公平值。

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。估值技術儘量利用可觀察市場數據，儘量少依賴主體的特定估計。如計算一金融工具的公平值所需的所有重大輸入為可觀察數據，則該金融工具列入第二層。

如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具列入第三層。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

Specific valuation techniques used to value financial liabilities include:

- (i) The fair values of forward foreign exchange contracts were determined using forward exchange rates at the date of statement of financial position, with the resulting value discounted back to present value.
- (ii) Binomial model was adopted to measure the net fair values of the call and put options which required the assessment of the fair market values of the equity interest of Marni (Hong Kong) Limited. Fair market values of the equity interest of Marni (Hong Kong) Limited was determined by the income approach with the use of free cash flows to equity in discounted cash flow method.

The carrying amounts of the Group's financial assets, including cash and cash equivalents, trade and other receivables and deposits and other assets; and the Group's financial liabilities, including trade and bills payables, other payables and accruals and amount due to an associate, approximate their fair values due to their short maturities.

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.

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.

3 金融風險管理 (續)

3.3 公平值估計 (續)

用以估值金融工具的特定估值技術包括：

- (i) 遠期外匯合同的公平值利用財務狀況表日期的遠期匯率釐定，而所得價值折算至現值。
- (ii) 認購及認沽期權淨公平值之計量採用了二項式模型，此模型需要評估Marni (Hong Kong) Limited的股權的公平市場價值。Marni (Hong Kong) Limited的股權的公平市場價值是利用收入所得計算法及貼現現金流量模型中之股權自由現金流量作出評估。

由於將在短期內到期，本集團流動金融資產包括現金及現金等值項目、應收賬款、其他應收款項、租賃及其他訂金以及應收聯營公司款項，而流動金融負債包括應付貿易賬項、應付票據、其他應付賬項及應計項目以及應付聯營公司款項之賬面值與其公平值相若。

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他因素進行評價，包括在有關情況下相信對未來事件的合理預測。

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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (*Continued*)

(a) Estimated impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment exhibit any indications of impairment. If so, 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 judgments 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.

(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.

4 關鍵會計估計及判斷 (續)

(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。

(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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) 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 statement of financial position.

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:

Sale of goods	貨品銷售
---------------	------

The Group determines its operating segments based on the reports reviewed by the management who makes strategic decisions.

The management assesses the business by a geographical location. The reportable operating segments identified are Hong Kong, Mainland China and other markets.

Segment profit represents the profit earned by each segment before finance cost, tax and share of profit of an associate. This is the measurement basis reported to the management for the purpose of resource allocation and assessment of segment performance.

4 關鍵會計估計及判斷 (續)

(d) 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財務狀況表。

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：

	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Sale of goods	1,265,213	1,324,046

集團已根據經管理層審議並用於制訂策略性決策的報告釐定經營分部。

管理層以地區之角度來評估業務，而被確認為報告經營分部之地區有香港、中國大陸及其他市場。

分部盈利指各分部所賺取之利潤未計融資費用、稅項及所佔聯營公司盈利。並以此計量基準向管理層匯報以作資源分配及評估分部表現之用。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 TURNOVER AND SEGMENT INFORMATION (Continued)

An analysis of the Group's reportable segment turnover and operating profit/(loss) by geographical location 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：

		2013 二〇一三年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,055,931	208,342	940	1,265,213
Operating profit/(loss)	營業盈利／(虧損)	111,763	(31,434)	(2,432)	77,897
Finance costs	融資成本				(29)
Share of profit of an associate	所佔聯營公司盈利				3,302
Profit before income tax	除稅前盈利				81,170
Income tax expense	所得稅費用				(16,865)
Profit attributable to equity holders	權益持有人應佔盈利				64,305
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	38,116	7,307	-	45,423
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	29,146	18,247	-	47,393
Segment impairment charge on property, plant and equipment	分部物業、廠房及設備減值	2,179	4,944	-	7,123

The management manages the assets from geographic location perspective. Assets of reportable segments exclude interest in an associate and deferred income tax assets, of which are managed on a central basis. Liabilities of reportable segments exclude amount due to an associate, deferred and current income tax liabilities.

管理層以地區之角度來管理分部資產。有關報告分部的資產不包括中央管理的於聯營公司的權益、應收聯營公司款項及遞延所得稅資產。有關報告分部的負債不包括應付聯營公司款項、遞延及本期所得稅債項。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 TURNOVER AND SEGMENT INFORMATION (Continued)

An analysis of the Group's reportable segment assets by geographical location is as follows:

		2013 二〇一三年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Segment assets	分部資產	790,571	154,900	534	946,005
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				17,945
Deferred income tax assets	遞延所得稅資產				13,452
Total assets	資產總額				977,402

An analysis of the Group's reportable segment liabilities by geographical location is as follows:

		2013 二〇一三年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Segment liabilities	分部負債	156,989	105,553	672	263,214
Unallocated:	未分配負債：				
Amount due to an associate	應付聯營公司款項				2,495
Current income tax liabilities	本期所得稅負債				13,118
Total liabilities	負債總額				278,827

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有關報告分部資產列述如下：

茲將本集團是年內按地域分部而劃分的有關報告分部負債列述如下：

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 TURNOVER AND SEGMENT INFORMATION

(Continued)

Analysis of the Group's reportable segment turnover and operating profit/(loss) by geographical location is as follows:

		2012 二〇一二年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,122,372	201,240	434	1,324,046
Operating profit/(loss)	營業盈利／(虧損)	180,957	(9,749)	(2,854)	168,354
Finance costs	融資成本				(53)
Share of profit of an associate	所佔聯營公司盈利				6,964
Profit before income tax	除稅前盈利				175,265
Income tax expense	所得稅費用				(24,147)
Profit attributable to equity holders	權益持有人應佔盈利				151,118
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	19,669	62,861	–	82,530
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	20,294	10,041	–	30,335

An analysis of the Group's reportable segment assets by geographical location is as follows:

		2012 二〇一二年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Segment assets	分部資產	802,504	177,035	639	980,178
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				19,251
Deferred income tax assets	遞延所得稅資產				9,959
Total assets	資產總額				1,009,388

5 營業額及分部資料 (續)

茲將本集團二〇一二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：

		2012 二〇一二年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,122,372	201,240	434	1,324,046
Operating profit/(loss)	營業盈利／(虧損)	180,957	(9,749)	(2,854)	168,354
Finance costs	融資成本				(53)
Share of profit of an associate	所佔聯營公司盈利				6,964
Profit before income tax	除稅前盈利				175,265
Income tax expense	所得稅費用				(24,147)
Profit attributable to equity holders	權益持有人應佔盈利				151,118
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	19,669	62,861	–	82,530
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	20,294	10,041	–	30,335

茲將本集團二〇一二年內按地域分部而劃分的有關報告分部資產列述如下：

		2012 二〇一二年			
		Hong Kong 香港 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Segment assets	分部資產	802,504	177,035	639	980,178
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				19,251
Deferred income tax assets	遞延所得稅資產				9,959
Total assets	資產總額				1,009,388

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 TURNOVER AND SEGMENT INFORMATION

(Continued)

An analysis of the Group's reportable segment liabilities by geographical location is as follows:

		2012 二〇一二年			
		Hong Kong 香港	PRC 中國	Others 其他	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
Segment liabilities	分部負債	164,822	105,423	591	270,836
Unallocated:	未分配負債:				
Amount due to an associate	應付聯營公司款項				3,472
Current income tax liabilities	本期所得稅負債				17,374
Total liabilities	負債總額				291,682

5 營業額及分部資料 (續)

茲將本集團二〇一二年內按地域分部而劃分的有關報告分部負債列述如下:

6 OTHER INCOME

6 其他收入

		2013 二〇一三年	2012 二〇一二年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Interest income	利息收入	1,067	1,232
Management fee income	管理服務收入	2,089	2,093
Consignment commission	寄銷佣金	1,314	1,411
Rental income	租金收入	38,643	12,076
Sample and sundry sales	樣辦及雜項銷售	2,533	763
Gain on disposal of financial assets at fair value through profit or loss	按公平值透過損益記賬的金融資產出售之盈利	1,020	-
		46,666	17,575

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

7 EXPENSES BY NATURE

7 費用種類

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Cost of inventories (including provision for inventories)	存貨成本(包括存貨撥備)	611,849	608,300
Depreciation of property, plant and equipment	物業、廠房及設備折舊	47,393	30,335
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	238,611	196,833
– contingent rents	– 或然租金	31,838	47,910
Auditor's remuneration	核數師酬金	1,589	1,159
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損/(盈利)	1,810	(53)
Net exchange losses/(gains)	匯兌虧損/(盈利)淨額	1,034	(6,650)
Staff costs (including directors' and senior management's remuneration (Note 10))	職工成本(包括董事及高級管理人員酬金—附註10)		
Wages and salaries	工資及薪酬	164,180	157,393
Pension costs – defined contribution schemes	退休金成本—界定供款計劃	8,491	7,453
		172,671	164,846
Other expenses	其他費用	122,890	128,799
		1,229,685	1,171,479

8 OTHER LOSSES, NET

8 其他淨虧損

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Fair value (gain)/loss on financial liability at fair value through profit or loss (Note 20)	按公平值透過損益記賬的金融負債之公平值(盈利)/虧損(附註20)	(2,826)	1,788
Impairment charge on property, plant and equipment	物業、廠房及設備減值	7,123	–
		4,297	1,788

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

9 FINANCE COSTS

9 融資成本

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Interest on overdrafts	透支利息	29	53

10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

10 董事及高級管理人員酬金

(a) Directors' and senior management's emoluments

The emoluments of every director and the chief executive for the year ended 31 March 2013 are set out below:

(a) 董事及高級管理人員酬金

截至二〇一三年三月三十一日止年度內各董事及總裁的酬金詳列如下：

Name 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	2013 Total
					二〇一三年 總額 HK\$'000 港幣千元
Director					
Mr. Antonio Chan#	-	45	-	-	45
Chief executive					
Mr. Andrew D. F. Keith	-	2,400	2,198	175	4,773

An independent non-executive director

獨立非執行董事

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

(a) Directors' and senior management's emoluments (Continued)

The emoluments of every director and the chief executive for the year ended 31 March 2012 are set out below:

Name 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	2012 Total 二〇一二年 總額 HK\$'000 港幣千元
Director Mr. Antonio Chan#					
董事 陳思孝先生#	-	45	-	-	45
Chief executive Mr. Andrew D. F. Keith					
總裁 Andrew D. F. Keith先生	-	1,896	1,512	125	3,533

An independent non-executive director

Except for the director as disclosed above, no other directors of the Company received any emoluments for the Group for the years ended 31 March 2012 and 2013.

(b) Five highest paid employees

The five employees whose emoluments were the highest in the Group for the year include no directors (2012: nil), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2012: 5) highest paid employees during the year are as follows:

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	8,496	7,320
Discretionary bonuses and/or performance-related bonuses	非硬性及/或按業績而定的花紅	2,984	3,684
Pension scheme contributions	退休金計劃供款	411	342
		11,891	11,346

10 董事及高級管理人員酬金 (續)

(a) 董事及高級管理人員酬金 (續)

截至二〇一二年三月三十一日止年度內各董事及總裁的酬金詳列如下：

非獨立執行董事

截至二〇一二年及二〇一三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。

(b) 五名最高薪酬僱員

年內五名最高薪酬之僱員並無董事(二〇一二年：無)，其酬金詳情已載於上文附註10(a)。五名(二〇一二年：五名)最高薪酬僱員之酬金如下：

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

(b) Five highest paid employees (Continued)

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

Bands	級別	Number of employees 僱員人數	
		2013 二〇一三年	2012 二〇一二年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	—
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	4	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	—	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	—	—
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	—	—
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	—	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	—	—
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	1	—
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	—	—
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	—	—
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	—	—
		5	5

(c) Senior management remuneration by band

The emoluments fell within the following bands:

Bands	級別	Number of Individual 僱員人數	
		2013 二〇一三年	2012 二〇一二年
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	—	1
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	1	—
		1	1

11 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year.

No provision for overseas profits tax has been made as the Group has no estimated overseas assessable profit (2012: Nil).

10 董事及高級管理人員酬金 (續)

(b) 五名最高薪酬僱員 (續)

最高薪酬僱員之酬金級別如下：

(c) 高級管理人員之酬金級別

酬金級別如下：

11 所得稅費用

香港所得稅已按照本年度估計應課稅利潤以稅率16.5%提撥準備。

由於本集團並無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（二〇一二年：無）。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

(a) The amount of taxation charged to the consolidated income statement represents:

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
– Current income tax	– 本期所得稅	21,243	31,223
– Over provision in prior years	– 以往年度撥備的高估	(1,260)	(1,206)
Deferred income tax (Note 26)	遞延所得稅(附註26)	(3,118)	(5,870)
		16,865	24,147

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

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Profit before income tax	除稅前盈利	81,170	175,265
Calculated at a taxation rate of 16.5% (2012: 16.5%)	按16.5%稅率計算之稅項 (二〇一二年: 16.5%)	13,393	28,919
Effect of different taxation rate in other country	其他國家不同稅率之影響	(2,765)	(1,156)
Effect of share of profit of an associate	所佔聯營公司盈利之影響	(545)	(1,149)
Expenses not deductible for taxation purpose	不可扣稅之支出	6,659	494
Income not subject to taxation	無須課稅之收入	(826)	(452)
Effect of tax losses unrecognised	未確認應課稅虧損之影響	2,153	1,364
Effect of temporary difference not recognised	未確認短暫差距之影響	716	2,502
Utilisation of unrecognised tax losses of previous years	使用前年度未有確認之應課稅虧損	(42)	(196)
Recognition of previously unrecognised temporary differences	確認早前未確認之短暫差距	156	(5,711)
Over provision in prior years	以往年度撥備的高估	(1,260)	(1,206)
Others	其他	(774)	738
Income tax expense	所得稅費用	16,865	24,147

11 所得稅費用(續)

(a) 從綜合收益表內扣除的稅項金額為：

	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Hong Kong profits tax		
– Current income tax	21,243	31,223
– Over provision in prior years	(1,260)	(1,206)
Deferred income tax (Note 26)	(3,118)	(5,870)
	16,865	24,147

(b) 本集團有關除稅前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：

	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Profit before income tax	81,170	175,265
Calculated at a taxation rate of 16.5% (2012: 16.5%)	13,393	28,919
Effect of different taxation rate in other country	(2,765)	(1,156)
Effect of share of profit of an associate	(545)	(1,149)
Expenses not deductible for taxation purpose	6,659	494
Income not subject to taxation	(826)	(452)
Effect of tax losses unrecognised	2,153	1,364
Effect of temporary difference not recognised	716	2,502
Utilisation of unrecognised tax losses of previous years	(42)	(196)
Recognition of previously unrecognised temporary differences	156	(5,711)
Over provision in prior years	(1,260)	(1,206)
Others	(774)	738
Income tax expense	16,865	24,147

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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\$6,524,000 (2012: HK\$105,230,000).

13 DIVIDENDS
The dividends paid during the year ended 31 March 2013 and 2012 were approximately HK\$81,200,000 and HK\$64,960,000 respectively.

12 權益持有人應佔盈利
權益持有人應佔盈利港幣6,524,000元(二〇一二年:港幣105,230,000元)已計入本公司賬項內。

13 股息
截至二〇一三年及二〇一二年三月三十一日年度止期間派發的股息分別大約為港幣81,200,000元及港幣64,960,000元。

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Interim, declared after the date of statement of financial position, of 3.5 Hong Kong cents (2012: 5.0 Hong Kong cents) per ordinary share	中期·於結算日後公佈派發股息 — 普通股每股港幣3.5仙 (二〇一二年:港幣5.0仙)	56,840	81,200
No final dividend proposed (2012: Nil)	不建議派發末期股息(二〇一二年:無)	-	-
		56,840	81,200

On 21 June 2013, the directors declared an interim dividend of 3.5 Hong Kong cents per ordinary share (2012: 5.0 Hong Kong cents). The directors do not recommend the payment of a final dividend (2012: Nil)

The interim dividend declared is not reflected as dividend payable in these financial statements, but will be reflected as an appropriation of retained profits for the year ended 31 March 2013.

在二〇一三年六月二十一日,董事公佈派發中期股息普通股每股港幣3.5仙(二〇一二年:港幣5.0仙)。董事決定不派發任何末期股息(二〇一二年:無)。

此項公佈派發中期息並未於本財務報表內當作應付股息,惟將呈列為截至二〇一三年三月三十一日止年度之保留溢利分配。

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\$64,305,000 (2012: HK\$151,118,000) and the weighted average number of ordinary shares of 1,624,000,000 (2012: 1,624,000,000) shares in issue during the year.

As there were no outstanding share options for both years, no diluted earnings per share was presented.

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64,305,000元(二〇一二年:港幣151,118,000元)及是年內一直皆已發行的1,624,000,000股(二〇一二年:1,624,000,000股)普通股加權平均數而計算。

由於本公司截至二〇一三年及二〇一二年三月三十一日止年度內並無潛在可攤薄普通股,因此不呈列每股攤薄盈利。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

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
Year ended 31 March 2012	二〇一二年三月三十一日				
Opening net book value	期初賬面淨值	24,438	19,421	610	44,469
Additions	添置	66,873	15,657	-	82,530
Disposals/write-off	出售／撇銷	-	(21)	-	(21)
Depreciation	折舊	(18,365)	(11,782)	(188)	(30,335)
Exchange differences	匯兌差額	2,831	300	-	3,131
Closing net book value	期終賬面淨值	75,777	23,575	422	99,774
At 31 March 2012	二〇一二年三月三十一日				
Cost	成本	145,064	109,924	1,220	256,208
Accumulated depreciation and impairment	累計折舊及減值	(69,287)	(86,349)	(798)	(156,434)
Net book value	賬面淨值	75,777	23,575	422	99,774
Year ended 31 March 2013	二〇一三年三月三十一日				
Opening net book value	期初賬面淨值	75,777	23,575	422	99,774
Additions	添置	28,726	16,697	-	45,423
Disposals/write-off	出售／撇銷	(773)	(1,037)	-	(1,810)
Depreciation	折舊	(31,790)	(15,416)	(187)	(47,393)
Impairment charge	減值	(6,194)	(929)	-	(7,123)
Exchange differences	匯兌差額	555	55	-	610
Closing net book value	期終賬面淨值	66,301	22,945	235	89,481
At 31 March 2013	二〇一三年三月三十一日				
Cost	成本	155,569	96,887	1,220	253,676
Accumulated depreciation and impairment	累計折舊及減值	(89,268)	(73,942)	(985)	(164,195)
Net book value	賬面淨值	66,301	22,945	235	89,481

Depreciation expenses of approximately HK\$42,185,000 (2012: HK\$27,874,000) has been charged in "direct costs and operating expenses" and HK\$5,208,000 (2012: HK\$2,461,000) in "administrative expenses" respectively.

折舊費用其中港幣42,185,000元(二〇一二年: 港幣27,874,000元)在「直接成本及營業費用」中支銷, 港幣5,208,000元(二〇一二年: 港幣2,461,000元)則計入「行政費用」中。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

- 15 PROPERTY, PLANT AND EQUIPMENT (*Continued*)
The directors have reviewed the carrying values of assets and HK\$7,123,000 impairment charge was made against property, plant and equipment (2012: HK\$Nil). The recoverable amounts of assets were determined based on the value-in-use of relevant assets estimated by directors as at 31 March 2013 and 2012.

- 15 物業、廠房及設備 (續)
董事已對資產的賬面值進行評估，因此為物業、廠房及設備作減值為港幣7,123,000元(二〇一二年：無)。於二〇一三及二〇一二年三月三十一日，資產的回收值均以董事估計的使用價值計算。

		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
Year ended 31 March 2012	二〇一二年三月三十一日			
Opening net book value	期初賬面淨值	724	1,219	1,943
Additions	添置	107	318	425
Depreciation	折舊	(582)	(677)	(1,259)
Disposals/write-off	出售/撇銷	-	(12)	(12)
Closing net book value	期終賬面淨值	249	848	1,097
At 31 March 2012	二〇一二年三月三十一日			
Cost	成本	2,701	17,821	20,522
Accumulated depreciation	累計折舊	(2,452)	(16,973)	(19,425)
Net book value	賬面淨值	249	848	1,097
Year ended 31 March 2013	二〇一三年三月三十一日			
Opening net book value	期初賬面淨值	249	848	1,097
Additions	添置	12,478	6,449	18,927
Depreciation	折舊	(2,029)	(1,465)	(3,494)
Closing net book value	期終賬面淨值	10,698	5,832	16,530
At 31 March 2013	二〇一三年三月三十一日			
Cost	成本	12,478	8,018	20,496
Accumulated depreciation	累計折舊	(1,780)	(2,186)	(3,966)
Net book value	賬面淨值	10,698	5,832	16,530

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

16 DEPOSITS, PREPAYMENTS AND OTHER ASSETS

16 訂金、預付費用及其他資產

		Group 集團		Company 公司	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Deposits	訂金	84,993	78,180	1,788	3,883
Prepayments	預付費用	4,174	7,688	370	316
Other assets	其他資產	-	1,000	66	4
		89,167	86,868	2,224	4,203
Less: Current portion	減：本期部分	(24,252)	(26,672)	(433)	(630)
Non-current portion	長期部分	64,915	60,196	1,791	3,573

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

訂金、預付費用及其他資產之賬面值與其公平值大致相符。

17 INTERESTS IN SUBSIDIARIES

17 所佔附屬公司權益

		Company 公司	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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	93,062	132,882

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 2013 are shown in Note 29.

於二〇一三年三月三十一日各主要附屬公司之有關資料已詳列於附註29。

JOYCE

NOTES TO THE
CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

18 TRADE AND OTHER RECEIVABLES

18 貿易及其他應收賬項

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Trade receivables	貿易應收賬項	69,905	32,817
Other receivables	其他應收賬項	2,793	928
		72,698	33,745

Included in trade and other receivables are trade receivables with an ageing analysis at 31 March 2013 as follows:

於二〇一三年三月三十一日的貿易及其他應收賬項內所包括的應收貿易賬項賬齡的分析列述如下：

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Within 30 days	三十日內	37,283	29,537
Between 31 to 60 days	三十一日至六十日	7,877	1,861
Between 61 to 90 days	六十一日至九十日	9,653	1,419
Over 90 days	九十日以上	15,092	-
		69,905	32,817

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

- 18 TRADE AND OTHER RECEIVABLES (*Continued*)
The carrying amounts of the Group's trade receivables are denominated in the following currencies:

Hong Kong dollars
Renminbi

港元
人民幣

Group 集團	
2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
64,880	26,101
5,025	6,716
69,905	32,817

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

Trade receivables that are less than 60 days past due are not considered impaired. At 31 March 2013, trade receivables of HK\$24,745,000 (2012: HK\$1,419,000) 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
Over 90 days

六十一日至九十日
九十日以上

Group 集團	
2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
9,653	1,419
15,092	-
24,745	1,419

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 and other receivables is HK\$46,497,000 (2012: HK\$7,585,000) being amount due from fellow subsidiaries. The amount is unsecured, interest free and repayable in accordance to the Group's established credit policies.

- 18 貿易及其他應收賬項 (續)
本集團的應收賬項的賬面值以下列貨幣為單位：

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。

逾期少於60日的貿易應收款不被視為經已減值。於二〇一三年三月三十一日，貿易應收款港幣24,745,000元（二〇一二年：港幣1,419,000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：

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46,497,000元（二〇一二年：港幣7,585,000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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

19 INTEREST IN AN ASSOCIATE

19 於聯營公司的權益

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
At 1 April	四月一日	19,251	17,369
Share of profit of an associate	所佔聯營公司盈利	3,302	6,964
Dividend received	已收股息	(4,529)	(5,096)
Exchange differences	匯兌差額	(79)	14
At 31 March	三月三十一日	17,945	19,251

On 1 April 2008, the Group disposed of 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, reducing its interest to 49%. 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 liability at fair value through profit or loss and presented on a net basis in the consolidated statement of financial position.

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」) 百分之一之股權予Marni International S.A.，致其股權減至百分之四十九。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負債，並以淨值呈報在綜合財務狀況表內。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 INTEREST IN AN ASSOCIATE (Continued)

At 31 March 2013, the particulars of the associate are as follows:

19 於聯營公司的權益 (續)

於二〇一三年三月三十一日，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
Marni (Hong Kong) Limited	Hong Kong 香港	49%	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

The following amounts, representing the Group's share of the assets, liabilities and results of an associate, were included in the Group's consolidated statement of financial position and consolidated income statement:

以下為本集團所佔聯營公司之資產、負債及業績，並已包括在本集團綜合財務狀況表及綜合收益表內：

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Current assets	流動資產	25,947	25,421
Current liabilities	流動負債	(10,415)	(10,253)
Non-current assets	非流動資產	2,413	4,083
Share of net assets	所佔資產淨值	17,945	19,251
Income	收入	59,603	62,305
Expense	支出	(55,338)	(54,155)
Profit before income tax	除稅前盈利	4,265	8,150
Income tax expense	所得稅費用	(963)	(1,186)
Share of profit after income tax	所佔除稅後盈利	3,302	6,964
Proportionate interest in an associate's operating lease commitments	按比例應佔聯營公司經營租賃承擔	6,707	13,183

At the date of statement of financial position, there are no contingent liabilities relating to the Group's interest in its associate, and no contingent liabilities of the entity itself.

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。

Amount due to an associate is unsecured, interest-free, and repayable on demand. The carrying amount of the balance approximates its fair value.

應付聯營公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

20 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 19. 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 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19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。

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
At 1 April	四月一日	9,948	8,160
Fair value (gain)/loss on financial liability at fair value through profit or loss (Note 8)	按公平值透過損益記賬的金融負債之 公平值(盈利)/虧損(附註8)	(2,826)	1,788
At 31 March	三月三十一日	7,122	9,948

21 FINANCIAL DERIVATIVE (LIABILITIES)/ASSETS

21 衍生金融工具(負債)/資產

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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	(216)	2,059

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

22 CASH AND CASH EQUIVALENTS

22 現金及現金等值項目

		Group 集團		Company 公司	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及庫存現金	203,001	166,226	1,210	877
Short-term bank deposits	短期銀行存款	219,049	329,203	-	-
		422,050	495,429	1,210	877

The effective interest rate on short-term bank deposits was 0.3% (2012: 0.3%); these deposits had an average maturity of 64 days (2012: 67 days).

短期銀行存款的實際利率為0.3厘(二〇一二年: 0.3厘); 此等存款的平均到期日為64天(二〇一二年: 67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	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Hong Kong dollars	港元	220,561	322,426
United States dollars	美元	152,607	156,482
Renminbi	人民幣	5,180	4,651
Euro dollars	歐元	43,541	11,705
Others	其他	161	165
		422,050	495,429

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。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

23 TRADE AND BILLS PAYABLES

The ageing analysis of trade and bills payables at 31 March 2013 is as follows:

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Due within 30 days	三十日內到期	56,938	66,248
Due between 31 to 60 days	三十一日至六十日到期	1,066	2,337
Due between 61 to 90 days	六十一日至九十日到期	5	-
Due after 90 days	九十日以上到期	-	28
		58,009	68,613

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

		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Euro dollars	歐元	28,155	34,166
Hong Kong dollars	港元	14,701	16,756
United States dollars	美元	7,842	10,599
Japanese yen	日元	3,342	5,226
British pound	英鎊	1,466	1,596
Renminbi	人民幣	2,425	163
Others	其他	78	107
		58,009	68,613

23 應付貿易賬項及應付票據

於二〇一三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：

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：

24 SHARE CAPITAL

24 股本

		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 Beginning and end of the year	每股面值港幣0.10元之普通股 期初及期末	1,624,000,000	162,400

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

25 RESERVES

The reserves of the Group and the Company as at 31 March 2013 are analysed as follows:

25 儲備

於二〇一三年三月三十一日，本集團及本公司之儲備分析如下：

		Group 集團							
		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	Hedging reserve 對沖儲備 HK\$'000 港幣千元	Dividend 股息 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
At 1 April 2011	二〇一一年四月一日結存	3,728	76	139,196	1,523	(147)	64,960	255,519	464,855
Profit for the year	年度盈利	-	-	-	-	-	-	151,118	151,118
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	—附屬公司	-	-	-	2,654	-	-	-	2,654
- Associate	—聯營公司	-	-	-	14	-	-	-	14
Cash flow hedges:	現金流動對沖：								
- Fair value gains for the year	—本年度的公平值收益	-	-	-	-	1,817	-	-	1,817
- Deferred income tax recognised	—確認的遞延所得稅	-	-	-	-	(192)	-	-	(192)
Dividend paid	已付股息	-	-	-	-	-	(64,960)	-	(64,960)
Interim dividend proposed	已建議中期股息	3,728	76	139,196	4,191	1,478	-	406,637	555,306
		-	-	-	-	-	81,200	(81,200)	-
At 31 March 2012	二〇一二年 三月三十一日結存	3,728	76	139,196	4,191	1,478	81,200	325,437	555,306
At 1 April 2012	二〇一二年四月一日結存	3,728	76	139,196	4,191	1,478	81,200	325,437	555,306
Profit for the year	年度盈利	-	-	-	-	-	-	64,305	64,305
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	—附屬公司	-	-	-	(506)	-	-	-	(506)
- Associate	—聯營公司	-	-	-	(79)	-	-	-	(79)
Cash flow hedges:	現金流動對沖：								
- Fair value losses for the year	—本年度的公平值虧損	-	-	-	-	(2,026)	-	-	(2,026)
- Deferred income tax recognised	—確認的遞延所得稅	-	-	-	-	375	-	-	375
Dividend paid	已付股息	-	-	-	-	-	(81,200)	-	(81,200)
Interim dividend proposed	已建議中期股息	3,728	76	139,196	3,606	(173)	-	389,742	536,175
		-	-	-	-	-	56,840	(56,840)	-
At 31 March 2013	二〇一三年 三月三十一日結存	3,728	76	139,196	3,606	(173)	56,840	332,902	536,175

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

25 RESERVES (Continued)

25 儲備 (續)

		Company 公司				
		Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Dividend 股息 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
At 1 April 2011	二〇一一年 四月一日結存	3,728	159,375	64,960	35,739	263,802
Profit for the year	年度盈利	-	-	-	105,230	105,230
Dividend paid	已付股息	-	-	(64,960)	-	(64,960)
Interim dividend proposed	已建議中期股息	-	-	81,200	(81,200)	-
At 31 March 2012	二〇一二年 三月三十一日結存	3,728	159,375	81,200	59,769	304,072
At 1 April 2012	二〇一二年四月一日結存	3,728	159,375	81,200	59,769	304,072
Profit for the year	年度盈利	-	-	-	6,524	6,524
Dividend paid	已付股息	-	-	(81,200)	-	(81,200)
Interim dividend proposed	已建議中期股息	-	-	56,840	(56,840)	-
At 31 March 2013	二〇一三年 三月三十一日結存	3,728	159,375	56,840	9,453	229,396

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 2013, the Company had reserves of HK\$66,293,000 (2012: HK\$140,969,000) available for distribution. The Company's share premium account, in the amount of HK\$3,728,000 (2012: HK\$3,728,000), may be distributed in the form of fully paid bonus shares. The contributed surplus of HK\$159,375,000 (2012: HK\$159,375,000) is distributable subject to the requirements under section 54 of the Companies Act 1981 of Bermuda and By-law 134 of the Company.

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。

於二〇一三年三月三十一日，本公司可用作分派之儲備為港幣66,293,000元（二〇一二年：港幣140,969,000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（二〇一二年：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（二〇一二年：港幣159,375,000元）。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

26 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:

26 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	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 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	13,452	9,959
		13,452	9,959

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
At 1 April	四月一日	9,959	4,281
Credited to the consolidated income statement	於綜合收益表計入	3,118	5,870
Credited/(charged) directly to equity	在權益中直接計入／(扣除)	375	(192)
At 31 March	三月三十一日	13,452	9,959

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

- 26 DEFERRED INCOME TAX (Continued)
The gross movement of deferred income tax assets and liabilities accounts before offsetting is as follows.

- 26 遞延所得稅(續)
遞延所得稅資產及負債的總變動如下：

Deferred tax assets:

遞延所得稅資產：

		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	Fair Value loss 公平值虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2011	二〇一一年三月三十一日	4,197	24	206	-	4,427
Credited to the consolidated income statement	於綜合收益表計入	312	24	5,534	-	5,870
At 31 March 2012	二〇一二年三月三十一日	4,509	48	5,740	-	10,297
Credited to the consolidated income statement	於綜合收益表計入	520	32	2,566	-	3,118
Credited directly to equity	在權益中直接計入	-	-	-	37	37
At 31 March 2013	二〇一三年三月三十一日	5,029	80	8,306	37	13,452

Deferred tax liabilities:

遞延所得稅負債：

		Fair value gain 公平值收益 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2011	二〇一一年三月三十一日	(146)	(146)
Charged directly to equity	在權益中直接扣除	(192)	(192)
At 31 March 2012	二〇一二年三月三十一日	(338)	(338)
Credited directly to equity	在權益中直接計入	338	338
At 31 March 2013	二〇一三年三月三十一日	-	-

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

26 DEFERRED INCOME TAX (Continued)

26 遞延所得稅 (續)

		Company 公司	
		2013	2012
		二〇一三年 HK\$'000 港幣千元	二〇一二年 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	5,417	5,740

		Company 公司	
		2013	2012
		二〇一三年 HK\$'000 港幣千元	二〇一二年 HK\$'000 港幣千元
At 1 April (Charged)/credited to the income statement	四月一日 於綜合收益表(記賬列支)/計入	5,740	—
		(323)	5,740
At 31 March	三月三十一日	5,417	5,740

The gross movement of deferred income tax assets and liabilities accounts before offsetting is as follows.

遞延所得稅資產及負債的總變動如下：

Deferred tax assets:

遞延所得稅資產：

		Tax losses	Total
		稅項虧損 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 31 March 2011 Credited to the income statement	二〇一一年三月三十一日 於綜合收益表計入	— 5,740	— 5,740
At 31 March 2012 Credited to the income statement	二〇一二年三月三十一日 於綜合收益表計入	5,740 349	5,740 349
At 31 March 2013	二〇一三年三月三十一日	6,089	6,089

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

26 DEFERRED INCOME TAX (Continued) Deferred tax liabilities:

26 遞延所得稅(續) 遞延所得稅負債:

		Tax depreciation 稅項折舊 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2011	二〇一一年三月三十一日	-	-
Charged to the income statement	於綜合收益表記賬列支	-	-
At 31 March 2012	二〇一二年三月三十一日	-	-
Charged to the income statement	於綜合收益表記賬列支	(672)	(672)
At 31 March 2013	二〇一三年三月三十一日	(672)	(672)

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\$60,793,000 (2012: HK\$69,182,000) to carry forward against future taxable income, HK\$12,660,000 (2012: HK\$17,226,000) 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60,793,000元(二〇一二年:港幣69,182,000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12,660,000元(二〇一二年:港幣17,226,000元)的稅務虧損將於五至十年內屆滿。其他稅務虧損並無期限。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

27 COMMITMENTS

(a) Operating lease commitments – as lessee

At 31 March 2013, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	239,869	198,000
Later than one year and not later than five years	第二至第五年內	301,587	387,867
		541,456	585,867

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

有關與總收入掛勾的租賃合約支付責任並不計入未來最低租賃支出。

(b) Operating lease commitments – as lessor

At 31 March 2013, the Group had future aggregate minimum lease receipts under a non-cancellable operating lease as follows:

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	25,878	11,194
Later the one year and not later than five years	第二至第五年內	18,912	–
		44,790	11,194

Receipts in respect of operating leases where rentals vary with gross revenues of the lessee are not included as future minimum lease receipts.

關於隨承擔者的總收入而變化的經營租賃收款，並不包括在應收之未來最低租賃收款額中。

27 承擔

(a) 經營租賃承擔－承擔者

於二〇一三年三月三十一日，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) 經營租賃承擔－出租者

於二〇一三年三月三十一日，本集團根據不可撤銷的經營租賃而應收之未來最低租賃收款總額如下：

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

27 COMMITMENTS (Continued)

(c) Capital commitments

Capital expenditure at the date of statement of financial position but not yet incurred is as follows:

	Group 集團	
	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Property, plant and equipment contracted but not provided for	8,840	21,560

28 RELATED PARTY TRANSACTIONS

The immediate parent of the Group is JoyBo International Limited (formerly known as 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.

Save as disclosed elsewhere in the consolidated financial statements, during the year, the Group had the following significant related party transactions:

(a) Transaction with intermediate holding company

Management fee paid to intermediate holding company	已支付中介控股公司的管理服務費用
---	------------------

Note:

The above related party transactions are carried at terms mutually agreed between the parties.

27 承擔(續)

(c) 資本承擔

於結算日但仍未產生的資本開支如下:

	Group 集團	
	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Property, plant and equipment contracted but not provided for	8,840	21,560

28 與連繫人士的交易

本集團的直接母公司為JoyBo International Limited (前稱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。

除綜合財務報表中所披露者外，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) 與中介控股公司的交易

	Group 集團	
	2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Management fee paid to intermediate holding company	-	990

附註:

以上關聯交易是按雙方共同同意的條款所實行的。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

28 RELATED PARTY TRANSACTIONS (Continued) (b) Transactions with fellow subsidiaries

28 與連繫人士的交易(續) (b) 與同系附屬公司的交易

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Rental expenses paid to a fellow subsidiary	已支付予同系附屬公司的租金支出	29,328	11,859
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收入	38,762	12,076

Note:

The above related party transactions are carried at terms mutually agreed between the parties.

附註：

以上關聯交易是按雙方共同同意的條款所實行的。

(c) Transaction with an associate

(c) 與聯營公司的交易

		Group 集團	
		2013 二〇一三年 HK\$'000 港幣千元	2012 二〇一二年 HK\$'000 港幣千元
Management fee received from an associate	已收聯營公司的管理服務費用	2,089	2,093

Note:

The above related party transactions are carried at terms mutually agreed between the parties.

附註：

以上關聯交易是按雙方共同同意的條款所實行的。

(d) Key management compensation Details of disclosure are shown in Note 10.

(d) 主要管理人員酬金 有關披露已詳列於附註10。

JOYCE

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 PRINCIPAL SUBSIDIARIES

At 31 March 2013

The list below gives the principal subsidiaries of the Group which, in the opinion of the directors, principally affect the results and net assets of the Group. To give full details of subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

29 主要附屬公司

二〇一三年三月三十一日

下表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部份之本公司附屬公司。董事認為列出其他附屬公司的詳情，會令資料過於冗長。

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	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	PRC, wholly foreign-owned enterprise 中華人民共和國，外商全資企業	PRC 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
Solar Fortune International Limited	British Virgin Islands, limited liability company 英屬處女群島，有限責任公司	Hong Kong 香港	–	100%	Ordinary US\$500 普通股500美元	Investment holding 投資控股

JOYCE

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 31st March 2013 二〇一三年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2012 二〇一二年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2011 二〇一一年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2010 二〇一〇年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2009 二〇〇九年 三月三十一日 年度止 HK\$'000 港幣千元
TURNOVER	營業額	1,265,213	1,324,046	1,147,731	1,063,776	979,953
OPERATING PROFIT/(LOSS)	營業盈利/(虧損)	77,897	168,354	153,562	41,678	(2,225)
Finance costs	融資成本	(29)	(53)	(34)	(10)	(707)
Share of profit of an associate	所佔聯營公司盈利	3,302	6,964	5,836	3,288	416
PROFIT/(LOSS) BEFORE INCOME TAX	除稅前盈利/(虧損)	81,170	175,265	159,364	44,956	(2,516)
Income tax (expense)/credit	所得稅(費用)/抵免	(16,865)	(24,147)	(26,712)	(9,717)	5,643
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS	權益持有人應佔盈利	64,305	151,118	132,652	35,239	3,127
Interim dividend	中期股息	56,840	81,200	64,960	-	-
Final proposed dividend	擬派發的末期股息	-	-	-	16,240	-
Total dividends	股息總額	56,840	81,200	64,960	16,240	-
ASSETS AND LIABILITIES 資產與負債		Year ended 31st March 2013 於二〇一三年 三月三十一日 HK\$'000 港幣千元	Year ended 31st March 2012 於二〇一二年 三月三十一日 HK\$'000 港幣千元	Year ended 31st March 2011 於二〇一一年 三月三十一日 HK\$'000 港幣千元	Year ended 31st March 2010 於二〇一〇年 三月三十一日 HK\$'000 港幣千元	Year ended 31st March 2009 於二〇〇九年 三月三十一日 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	89,481	99,774	44,469	27,258	65,218
Deposits, prepayments and other assets	訂金、預付費用及 其他資產	64,915	60,196	39,654	34,037	33,018
Interest in an associate	於聯營公司權益	17,945	19,251	17,369	11,315	19,586
Deferred income tax assets	遞延所得稅資產	13,452	9,959	4,281	5,327	4,478
Current assets	流動資產	791,609	820,208	734,346	592,030	526,100
TOTAL ASSETS	總資產	977,402	1,009,388	840,119	669,967	648,400
Non-current liabilities	非流動負債	(7,122)	(9,948)	(8,160)	(3,966)	(2,039)
Current liabilities	流動負債	(271,705)	(281,734)	(204,704)	(160,911)	(181,475)
TOTAL LIABILITIES	總負債	(278,827)	(291,682)	(212,864)	(164,877)	(183,514)
NET ASSETS	資產淨值	698,575	717,706	627,255	505,090	464,886

