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JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2014/2015

二〇一四 / 二〇一五年年報

STOCK CODE 股份代號：647

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.



Dean and Dan Caten from Dsquared2 Personal Appearance in Hong Kong,
April 14, 2014

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*

COMPANY SECRETARY

Mr. Kevin C. Y. Hui

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

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

REGISTRARS IN HONG KONG

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants



Haider Ackermann Personal Appearance in Hong Kong,
April 16, 2014

JOYCE

CHAIRMAN'S STATEMENT

OVERVIEW AND PROSPECTS

Group turnover for the year decreased by 1.0% to HK\$1,325.8 million, compared with the previous year's increase of 5.9% (2014: HK\$1,339.5 million). Turnover growth of 5.8% achieved in the first half of the year was negated by the confluence of various adverse developments in the second half: the lengthy and strenuous Occupy Central protests as well as the anti-Mainlander sentiments in Hong Kong, a substantial fall-off in spending on luxury goods in Hong Kong and Mainland China, depreciation of the euro and many Asian currencies against the dollar and Renminbi, fueling an increase in overseas shopping for luxury goods, and the growing appeal of online shopping to JOYCE's traditional customer base.

While the Group posted first-half (unaudited) net profit of HK\$32.8 million, a 5.8% year-on-year increase, full-year net profit declined steeply, by 46.4%, to HK\$33.1 million (2014: HK\$61.7 million) after a one-off provision of HK\$14.8 million for a loss making shop in Shanghai and the inclusion of a non-cash fair value gain of HK\$5.0 million (2014: HK\$7.1 million) on the call and put options of the Marni joint venture. Significantly, gross margin slipped by 0.4 percentage points, with continued deep discounting to clear unsold stock. Earnings per share were 2.0 cents (2014: 3.8 cents).

Hong Kong accounted for 83.3% of Group turnover (2014: 82.1%), contributing HK\$1,104.0 million (2014: HK\$1,099.4 million) for an increase of 0.4% due in part to steady growth in the JOYCE Beauty division, compared with an increase of 4.1% in 2014. However, the Hong Kong division's operating profit decreased chiefly as a result of higher operating costs, in particular increases in shop rental expenses.

The Mainland China division experienced a 7.5% decline in turnover, to HK\$221.0 million (2014: HK\$238.8 million), following the closure of the JOYCE pop-up store at Beijing SKP and the ETRO store at China World Mall in Beijing in July 2014. The division's operating loss increased sharply to HK\$31.6 million from HK\$2.8 million in 2014, reflecting the general decline in turnover and the disappointing performance of the 5,400 square-foot JOYCE store at IAPM in Shanghai, which opened in August 2013.

The near-term operating environment may prove to be more challenging yet, with both macro and micro issues looming. Trading results since the end of the period under review have been quite disappointing.

Rental levels in Hong Kong's prime shopping districts remain high and it would be unrealistic to expect any meaningful easing of rental cost pressures when current lease commitments from earlier years expire. A large question mark continues to loom over Hong Kong's political development, prolonging the dampening effect of this past year's unrest on local consumer sentiment.

Wide gaps in luxury fashion and accessory prices between Europe and Greater China are difficult to bridge at least in the near term and affluent Asian consumers will continue to shop in countries of origin, both directly and increasingly through overseas personal shoppers.

Stock availability, competitive pricing and extremely fast delivery times make online shopping increasingly disruptive to bricks-and-mortar specialty retailing. The Group is actively exploring new strategies for strengthening customer loyalty by adding unique offline value to the buying experience and enhancing marketing communications with VIP customers through such media as dedicated private mobile apps.

The Group is reviewing and tautening its large portfolio of brands, and will focus on investment in promising emerging labels. In the nearer term, contribution from the established labels is expected to decline or expire as contracts with principals expire or approach expiry.

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CHAIRMAN'S STATEMENT

The Group is also reviewing its multi-label store model and will consider a strategic redirection towards fewer, higher-productivity flagship stores with a view to substantially improving store productivity and margins.

BUSINESS REVIEW

At the financial year-end, the Group operated a total of 52 shops (2014: 50). They comprised 30 shops in Hong Kong (including three multi-label JOYCE stores, 16 mono-brand shops (including three BOSS shops), 10 JOYCE Beauty outlets and one JOYCE Warehouse outlet) as well as 11 shops in Mainland China (including three multi-label JOYCE stores, four mono-brand shops and four JOYCE Warehouse outlets). In addition, they included 11 Marni shops in Hong Kong and Taiwan under the joint venture partnership with Marni Group s.r.l..

Hong Kong

In August 2014, the Group opened freestanding shops for Stella McCartney – the label's third, measuring 600 square feet, and Alexander Wang – the label's second, measuring 700 square feet, at SOGO in Causeway Bay.

In early 2015, street-level shops for three key principals were opened along On Lan Street, Central's newest high fashion and accessories destination.

The 1,600 square-foot boutique for the Japanese label sacai, opened in January 2015, is the designer's first freestanding store outside of Japan and replicates the "box in box" concept of the Aoyama flagship. The boutique also features furniture-cum-artwork from the Japanese art collective Gelchop.

A 3,900 square-foot triplex relocation for Rick Owens, also opened in March 2015, is three times larger than the former Central shop at The Landmark. The new store is the label's largest in Asia, offering menswear, womenswear, accessories and the DRKSHDW by Rick Owens line.

In April 2015, the Group opened the first flagship store in the Greater China region for the influential US designer Thom Browne. The 2,200 square-foot triplex boutique, offering the full range of fashion and accessories, was realized by Studio Mellone and based on the design of the original New York store.

In February 2015, the 3,800 square-foot JOYCE multi-label shop in the Lee Gardens shopping centre in Causeway Bay was closed upon the expiry of its lease, in line with a strategic shift towards fewer, higher-productivity flagship stores.

Mainland China

In April 2015, the Group opened the first freestanding shop in Mainland China for Japanese label sacai, a 1,100 square-foot boutique in the popular Taikoo Li Sanlitun North fashion district in Beijing.

The 3,700 square-foot ETRO shop at Beijing's China World was closed in July 2014 upon expiry of the Group's Mainland China franchise for the label. The Group has retained and added the space to the adjacent multi-label JOYCE store for expansion of the store's menswear collection. The 3,900 square-foot JOYCE pop-up shop at Beijing SKP was also closed upon the expiry of its lease.

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CHAIRMAN'S STATEMENT

Marni Joint Venture Business

The Group's 49%-held joint venture with Marni Group s.r.l., formed in 2005, currently operates eight boutiques in Hong Kong, including a Marni Warehouse outlet, and two boutiques in Taiwan.

In August 2014, the joint venture opened a 966 square-foot shop in the Elements mall in Kowloon, contributing to a 9.8% increase in the joint venture's annual turnover.

The joint venture's profit contribution to the Group decreased by 65.6% to HK\$0.6 million (2014: HK\$1.9 million), largely due to higher operating costs.

Marketing

The Group's marketing activities in Hong Kong and Mainland China amplified the buzz surrounding the openings of new boutiques for key labels and focused customer attention on seasonal collections by a number of important designers. Ahead of the Autumn/Winter 2014 season, the Group revamped joyce.com with a brand new interface focusing on user-friendly navigation of the Group's key pillars. The revamp was followed by a re-launch of the JOYCE advertising campaign to boost online and offline awareness, featuring rising stars of the Chinese modeling scene and shot by Elizaveta Porodina, one of the fashion world's most exciting young photographers.

In April 2014, DSquared² designers Dan and Dean Catens flew to Hong Kong for the boutique opening at IFC Mall in Central. A 500-guest "Tiki" poolside party at the Grand Hyatt was the talk-of-the-town. In the same month, designer Haider Ackermann joined JOYCE Central for the unveiling of a dedicated window and in-store display of his exclusive Spring/Summer collection. His appearance was welcomed with an in-store reception for 200 VIPs and celebrities, and an exclusive dinner for stylists and fashionistas at the Liang Yi Museum in partnership with the Michelin-starred restaurant Tate Dining Room.

In July 2014, the Autumn/Winter 2014 collections were previewed for VIP customers at JOYCE Plaza 66 in Shanghai. The trunk show and store décor were themed "Le Grand Cirque".

In August 2014, the first Hong Kong pop-up shop for the Indian label Manish Arora was opened at JOYCE Lee Gardens, showcasing the designer's ongoing collection of limited-edition products alongside his Autumn/Winter 2014 fashion collection. In the same month, the first Mainland China pop-up shop for the label was also opened at JOYCE IAPM in Shanghai.

In September 2014, following its successful June debut at Men's Fashion Week, the Group brought the exclusive Raf Simons x Sterling Ruby AW14 collection to JOYCE Central in the form of a pop-up shop. In October 2014, JOYCE partnered with influential fashion blogger Han Huo Huo to promote the opening of the new men's section of JOYCE China World in Beijing and the launch of the 2014 edition of Fire Bible, the widely followed collection of Han Huo Huo's street fashion photos. VIP events were held at JOYCE China World and JOYCE IAPM in Shanghai.

In November 2014, designers Peter Pilotto and Christopher De Vos joined forces for a series of customer and press functions at JOYCE Central to showcase the Autumn/Winter 2014 and Spring/Summer 2015 collections. Later in the month, London-based designer Mary Katrantzou came to Hong Kong to show her Autumn/Winter 2014 collection at JOYCE Central to press and customers and to preview her Spring/Summer 2015 collection at an exclusive reception.

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In December 2014, Goga Ashkenazi, Creative Director of the storied French label Vionnet, was invited to preview their Spring/Summer 2015 collection at JOYCE Plaza 66 in Shanghai. Some 300 customers and media attended an in-store cocktail reception, followed by an exclusive private dinner.

In February 2015, to mark the opening of sacai's first boutique outside Japan, an exclusive capsule collection was shown and made available to customers in Hong Kong, and again in April 2015 to customers in Beijing following the opening of the Mainland China shop.

In March 2015, in celebration of the label's 20th anniversary, a Marni Roof Market, comprising a series of contemporary art installations and artisanal product and floral displays was mounted at Central Pier on Hong Kong's waterfront. Consuelo and Carolina Castiglioni of Marni were present for the occasion.

In the same month, style icon and designer Victoria Beckham revisited Beijing to preview her Autumn/Winter 2015 collection for VIP customers at JOYCE China World.

In September 2014, the Group revamped its loyalty card programme. The JOYCE One Card combines the JOYCE, JOYCE Beauty and JOYCE Grooming cards to provide customers with a comprehensive range of privileges and special offers at JOYCE stores and affiliated boutiques in Hong Kong, Taiwan and China. Redemption levels were also revised with more attractive reward rates. The number of cardholders stood at more than 50,000 at the financial year-end.

Dividend

With respect to this year's results and our continuing concerns for the coming financial year, the Board declares the payment of an interim dividend (in lieu of recommending a final dividend) of 2.0 cents (2014: 3.5 cents) per share for the financial year.

The Group's resources to weather difficult, complex business conditions in Hong Kong and China and expertise to develop and apply new strategies for growth will be seriously challenged in the coming year. The Board remains grateful to JOYCE's management, staff, customers, partners and other stakeholders for their commitment.

Stephen T. H. Ng
Chairman

19 June 2015



JOYCE, Thom Browne x Stephen Jones Hat Exhibition,
June 25, 2014

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OTHER CORPORATE INFORMATION

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

(A) MANAGEMENT DISCUSSION AND ANALYSIS

(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 2014/15 Results

The Group reported a net profit of HK\$33.1 million, down by 46.4% from last year. Earnings per share were 2.0 cents. The reduction in profit was primarily caused by a general decline in turnover and gross margin coupled with an increase in operating costs, in particular escalating rental costs. In addition, a one-off provision of HK\$14.8 million was made for a loss making shop in Shanghai. Group turnover decreased by 1.0% to HK\$1,325.8 million and gross margin deteriorated by 0.4 percentage points, mainly due to deepening sales period discounts for stock clearance.

In Hong Kong, despite the growth of turnover by 0.4% over last year, operating profit declined by HK\$5.8 million, or 6.9%, to HK\$78.6 million. The deterioration in profitability was mainly due to an increase in operating costs.

In Mainland China, turnover declined by 7.5% versus last year and operating loss increased to HK\$31.6 million from HK\$2.8 million in the previous year, which was partly due to the general decline in turnover and margin and partly reflected the disappointing performance of JOYCE at IAPM in Shanghai.

Profit contribution from the 49%-held joint venture with Marni Group s.r.l. decreased by 65.6% to an insignificant HK\$0.6 million, mainly due to higher operating costs for the year.

(ii) Liquidity and Financial Resources

At 31 March 2015, the Group’s financial position remained liquid with total cash deposits and cash on hand amounting to HK\$414.9 million. No bank borrowings were outstanding at 31 March 2015.

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(iii) Foreign Exchange Risk Management

Most of the Group's imported purchases are denominated in foreign currencies, primarily in Euros. To minimize exposure to foreign exchange fluctuations, the Group from time to time reviews its foreign exchange positions and, if appropriate and necessary, hedges its exposure by means of forward contracts.

(iv) Finance

At 31 March 2015, the Group had banking facilities totalling HK\$254.8 million (2014: HK\$279.8 million).

(v) Employees

The Group employed 574 staff as at 31 March 2015. 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 2015 amounted to HK\$176.4 million.

(vi) Business Model

Founded in 1970 and headquartered in Hong Kong, the Group 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 83% of the Group's total annual turnover.

As at 31 March 2015, the Group's retail operations comprised a total of 52 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 Group s.r.l., and shops under the name JOYCE Beauty and JOYCE Grooming.

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

(vii) Business Strategy

Experienced 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 the Group's innovative marketing and customer-loyalty program.

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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.

(B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

(I) Directors

Stephen Tin Hoi NG, Chairman (Age: 62)

Mr. Ng has been a Director of the Company since 2000 and became its Chairman 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 chairman and managing director of The Wharf (Holdings) Limited ("Wharf"), the chairman and chief executive officer of i-CABLE Communications Limited ("i-CABLE"), as well as chairman of Harbour Centre Development Limited ("Harbour") and Wheelock Properties (Singapore) Limited ("WPSL"), all such companies being publicly-listed subsidiaries of Wheelock. Furthermore, Mr. Ng was appointed as a non-executive director of publicly-listed Hotel Properties Limited in July 2014. He was a non-executive director of publicly-listed Greentown China Holdings Limited ("Greentown") until his resignation in March 2015.

Mr. Ng was born in 1952 and grew up in Hong Kong. He 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 the deputy chairman of The Hong Kong General Chamber of Commerce and a council member of the Employers' Federation of Hong Kong.

Antonio CHAN, Director (Age: 67)

Mr. Chan, *DMin, FCA (AUST), FCPA, FGIA, 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. He was formerly an INED of Surface Mount Technology (Holdings) Limited, a company delisted in September 2014, until his resignation in October 2014. Mr. Chan has spent more than 40 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 also serves as a non-stipendiary minister in an international church and as Hon. Adviser to the Board of Asian Outreach Hong Kong. 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 Governance Institute of Australia and The Hong Kong Institute of Directors. He holds a Doctor of Ministry degree from the King's University, United States.

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Doreen Yuk Fong LEE, Director (Age: 59)

Ms. Lee has been a Director of the Company since 2003. She is a vice chairman of Wharf and the chairman of Wharf China Estates Limited and Wharf Estates Limited, both being wholly-owned subsidiaries of Wharf. Ms. Lee was formerly a director of Harbour (a publicly-listed subsidiary of Wharf) from July 2010 to July 2012. She is a graduate of The University of Hong Kong where she obtained her bachelor's degree in Arts (Hon).

Eric Fook Chuen LI, Director (Age: 86)

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 non-executive director of BEA Life Limited and Blue Cross (Asia-Pacific) Insurance Limited and a director of 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 Kai Kin LO, Director (Age: 66)

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 Yiu Cheung TSUI, Director (Age: 68)

Mr. Tsui, *FCCA, FCPA, FCMA, CGMA, 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 as well as a director of certain subsidiaries of the Company. Furthermore, he is an executive director and the group chief financial officer of Wheelock and a vice chairman and the group chief financial officer of Wharf. Mr. Tsui joined Wheelock/Wharf group in 1996 and became Wheelock's director in 1998. He is presently a director of Harbour, i-CABLE and WPSL. Furthermore, he is the vice chairman of Wheelock Properties Limited, a wholly-owned subsidiary of Wheelock. Mr. Tsui is also a non-executive director of Greentown.

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.

(II) Senior Management

Andrew D. F. KEITH, President (Age: 45)

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 21 years experience in the fashion industry across product development and design, merchandising and brand management to The Lane Crawford JOYCE Group.

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(C) DIRECTORS' INTERESTS IN SECURITIES

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 2015 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 any class of voting shares of the Company as at 31 March 2015, 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 total number of shares in issue of the Company:

Names	No. of Ordinary Shares (percentage based on number of shares in issue)
(i) JoyBo International Limited ("JBIL")	1,183,838,723 (72.90%)
(ii) Wisdom Gateway Limited ("WGL")	1,183,838,723 (72.90%)
(iii) HSBC Trustee (C.I.) Limited ("HSBC CI")	1,183,838,723 (72.90%)
(iv) Mr. Peter K. C. Woo	1,183,838,723 (72.90%)

Notes:

- (1) The total number of shares of the Company in issue as at 31 March 2015 was 1,624,000,000.
- (2) Duplication occurs in respect of all of the shareholdings stated above in that they all represent the same block of shares.
- (3) HSBC CI's deemed shareholding interests stated above were held by virtue of its 100% shareholding interest in WGL. HSBC CI held the interest in WGL as the trustee of a trust of which Mr. Peter K. C. Woo is the settlor.
- (4) WGL's deemed shareholding interests stated above were held through its wholly-owned subsidiary, JBIL.

All the interests stated above represented long positions and as at 31 March 2015, there were no short position interests recorded in the Register.

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(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 97 and 98, and Note 7 on page 116.

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 2015 amounted to HK\$11.3 million after utilisation of forfeitures in the amount of HK\$0.2 million to reduce the Group's contributions.

(F) SHARE OPTION SCHEME

The Company previously adopted a share option scheme (the "Scheme") which expired on 26 August 2014. The major terms of the Scheme were as follows:—

(I) Summary of 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) 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 together with the percentage of the issued share capital that it represents as at 31 March 2015:

Nil

(d) Maximum entitlement of each participant under the Scheme:

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.

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- (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 expiry of the Scheme:

Expired 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.

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(G) MAJOR CUSTOMERS & SUPPLIERS

For the financial year ended 31 March 2015:

- (i) the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the five largest suppliers represented less than 30% of the Group's total purchases;
- (ii) the aggregate amount of revenue from sales of goods or rendering of services attributable to the five largest customers represented less than 30% of the Group's total revenue;
- (iii) as far as the Directors are aware, neither the Directors, their close associates, nor those Shareholders whom to the knowledge of the Directors own more than 5% of the number of issued shares of the Company, had any interest in the Group's five largest suppliers or customers.

(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 2015.

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(K) INTEREST CAPITALISED

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

(L) PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year ended 31 March 2015.

(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, 27 March 2012, 28 March 2014 and 6 March 2015 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

There existed a master agreement (the “Master Agreement (Rents Payable)”) entered into between the Company and WGL on 28 March 2014 for a term of three years from 1 April 2014 to 31 March 2017 for the purposes of, *inter alia*: (i) regulating certain concession arrangements with Lane Crawford (Hong Kong) Limited (a wholly-owned subsidiary of WGL) (“LCHK”) for the use of premises by the Group at various retail spaces inside various Lane Crawford stores operated by LCHK at different premises. Such retail spaces are needed by the Group for the purpose of operation of its retail businesses; (ii) regulating certain tenancy arrangements for commercial spaces, including office and retail spaces, between the Group on the one hand and WGL and/or its subsidiaries on the other hand; and (iii) adopting an annual cap amount of HK\$46 million in respect of the rental and/or turnover commission payable by the Group to WGL group for each of the financial years ended/ending 31 March 2015, 2016 and 2017.

The aggregate annual rental/turnover commission paid by the Group to WGL and/or its subsidiaries including LCHK under the individual concession arrangements and tenancy agreements as covered by the Master Agreement (Rents Payable) amounted to HK\$37.8 million for the financial year ended 31 March 2015.

As WGL is a substantial shareholder of the Company, the Master Agreement (Rents Payable) together with various transactions contemplated and/or governed thereunder constitute continuing connected transactions for the Company under the Listing Rules.

JOYCE

OTHER CORPORATE INFORMATION

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

There existed a master concession agreement (the “Master Concession Agreement (Rents Receivable)”) entered into between the Company and WGL on 27 March 2012 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 an annual cap amount in the amount of HK\$45 million in respect of the rental and/or turnover commission payable by WGL group to the Group for each of the financial years ended 31 March 2013, 2014 and 2015.

The aggregate annual rental/turnover commission received by the Group from WGL group under various individual concession agreements as covered by the Master Concession Agreement (Rents Receivable) amounted to HK\$41.1 million for the financial year ended 31 March 2015.

On 4 March 2015, a renewal master concession agreement (the “Renewal Master Concession Agreement (Rents Receivable)”) was entered into between the Company and WGL for a new term of three years from 1 April 2015 to 31 March 2018 for the purposes of, *inter alia*, regulating the aforesaid concession arrangements between the Eligible Head Tenants and Eligible Concessionaires and adopting a revised annual cap amount of HK\$36 million in respect of the rental and/or turnover commission payable by WGL group to the Group for each of the financial years ending 31 March 2016, 2017 and 2018.

As WGL is a substantial shareholder of the Company, the Renewal Master Concession Agreement (Rents Receivable) together with various transactions contemplated and/or governed thereunder constitute continuing connected transactions 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.

JOYCE

OTHER CORPORATE INFORMATION

The Group has followed the specific pricing terms set out in the relevant agreements for the Transactions conducted during the year.

In accordance with paragraph 14A.56 of the Listing Rules, the Board of Directors engaged the Company's auditors to perform procedures on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditors of the Company have confirmed that nothing has come to their attention that caused them to believe that the Transactions:

- (1) had not been approved by the Company's Board of Directors;
- (2) were not, in all material aspects, in accordance with the pricing policies of the Group for transactions involving the provision of goods and services by the Group;
- (3) were not entered into, in all material aspects, in accordance with the relevant agreements governing the Transactions; and
- (4) have exceeded the relevant cap amounts, where applicable, during the financial year ended 31 March 2015.

Note:

Certain particulars of the related party transactions entered into by the Group during the financial year ended 31 March 2015 have been disclosed in Note 28 to the Financial Statements on page 138. Those related party transactions disclosed in item (a) also constitute connected transactions (as defined in the Listing Rules) for the Company and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.



JOYCE, Raf Simons x Sterling Ruby Pop Up Store,
September 11, 2014

JOYCE

CORPORATE GOVERNANCE REPORT

(A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2015, all the code provisions set out in the Corporate Governance Code (the “CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited were met by the Company.

(B) DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors and all of them have confirmed that they have complied with the required standard set out in the Model Code during the financial year ended 31 March 2015.

(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 2015. 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	4/4	0/1
Eric F. C. Li	4/4	1/1
Eric K. K. Lo	4/4	1/1

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.

JOYCE

CORPORATE GOVERNANCE REPORT

(II) Board Diversity

The Company's Board has adopted a Board Diversity Policy (the "Policy"). Under the Policy, the Company recognises and embraces the benefits of having a diverse Board with a vision for the Company to achieving a sustainable and balanced development. Appointments of Directors are made on merits while having due regard for the benefits of diversity of the Board.

At present, 50% of the Directors on the Board are Independent Non-executive Directors ("INED(s)"). They represent diverse career experience in both international and local enterprises. They bring with them diverse professional backgrounds, spanning management, auditing, consulting, corporate finance, insurance and dairy products.

The board composition reflects various cultural and educational backgrounds, professional development, length of service, knowledge of the Company and a broad range of individual attributes, interests and values. The Board considers the current Board composition has provided the Company with a good balance and diversity of skills and experience appropriate to the requirements of its business. The Board will continue to review its composition from time to time taking into consideration specific needs for the Group's business.

(III) 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.

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CORPORATE GOVERNANCE REPORT

(IV) Directors' Continuous Professional Development

The Company has arranged for Directors to attend training sessions and forums which place emphasis on the roles, functions and duties of a listed company director, as well as the development of regulatory updates and issues. All Directors are required to provide training records to the Company and the training records are maintained by the Company Secretary.

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

Directors	Type of trainings (See Remarks)
Stephen T. H. Ng	A, B
Doreen Y. F. Lee	A
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.

(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) APPOINTMENT AND RE-ELECTION OF DIRECTORS

Under the Company's Bye-laws, all Directors of the Company are subject to retirement at each Annual General Meeting and are subject to re-election. 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.



JOYCE x Han Huohuo Fire Bible Launch Event,
October 17, 2014

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CORPORATE GOVERNANCE REPORT

(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 AC members have sufficient experience in reviewing audited financial statements as aided by the auditors 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 2015. Attendance of the AC members is set out below:

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

- (i) The terms of reference of the AC are aligned with the provisions set out in 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 recommendations 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 AC 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 AC should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

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CORPORATE GOVERNANCE REPORT

(B) Review of the Company's financial information

- (a) to monitor integrity of the Company's financial statements and annual report, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the AC 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;
- (b) regarding (B)(a) above:–
 - (i) the AC should liaise with the Company's Board and Senior Management and must meet, at least twice a year, with the Company's auditors; and
 - (ii) the AC should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts and 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;

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CORPORATE GOVERNANCE REPORT

- (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 and 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 AC 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.

(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) The Group has adopted and established a Whistleblowing Policy & Procedures. The Company's AC 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 AC and/or Chairman of the Company about possible improprieties in any matter related to the Group.

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CORPORATE GOVERNANCE REPORT

- (iii) The work performed by the AC for the financial year ended 31 March 2015 is summarised below:
- (a) review of the annual audit plan of the external auditors before the audit commences, and discussion with them about the nature and scope of the audit;
 - (b) approval of the remuneration and terms of engagement of the external auditors;
 - (c) review of the external auditors' independence and objectivity and the effectiveness of audit process in accordance with applicable standards;
 - (d) 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;
 - (e) review of the Group's financial controls, internal control and risk management systems; and
 - (f) meeting with the external auditor.

(II) Remuneration Committee

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

Two RC meetings were held during the financial year ended 31 March 2015. Attendance of the RC members is set out below:

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

- (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 remuneration of all Directors and Senior Management, 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;

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- (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;
 - (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 2015 is summarised below:
 - (a) review of the Company's policy and structure of all remuneration of Directors and Senior Management;
 - (b) consideration and approval of the emoluments for all Directors and Senior Management; and
 - (c) review of the level of fees for Directors and AC members.

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CORPORATE GOVERNANCE REPORT

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 AC, there was no other Director receiving any emoluments. The basis of determining such AC 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 (the "NC") comprising three members, namely, the Chairman of the Company Mr. Stephen T. H. 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 2015, 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.

(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 2015, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to HK\$1.5 million and HK\$0.2 million respectively.

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CORPORATE GOVERNANCE REPORT

(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 unit 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 auditors.

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, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function was conducted by the AC and subsequently reported to the Board during the financial year ended 31 March 2015. Based on the result of the review, in respect of the financial year ended 31 March 2015, the Directors considered that the internal control system and procedures of the Group were effective and adequate.

(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 2015, 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 flow 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 2015:

- (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.

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CORPORATE GOVERNANCE REPORT

(J) COMMUNICATION WITH SHAREHOLDERS

A Shareholders Communication Policy has been adopted by the Company 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 to stay informed of the Group's strategy and goals.

The Directors and external auditors attend the Annual General Meetings to answer Shareholders' questions.

(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.

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CORPORATE GOVERNANCE REPORT

- (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.

(L) CONSTITUTIONAL DOCUMENTS

There is no significant change in the Company's constitutional documents during the financial year ended 31 March 2015.



Peter Pilotto and Christopher de Vos from Peter Pilotto Personal Appearance in Hong Kong,
November 5, 2014

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 2015.

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 139.

RESULTS, APPROPRIATIONS AND RESERVES

The results of the Group and appropriations of profits for the financial year ended 31 March 2015 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 131 and 132.

DIVIDENDS

The Board has declared an interim dividend of 2.0 cents per share in respect of the year ended 31 March 2015, payable on Friday, 21 August 2015 to Shareholders on record as at 17 August 2015. This interim dividend is to be paid in lieu of a final dividend in respect of the financial year ended 31 March 2015.

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 122 and 123.

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).

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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
Kevin C. Y. Hui
Company Secretary

Hong Kong, 19 June 2015



Mary Katrantzou Personal Appearance in Hong Kong,
November 19, 2014

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 139, which comprise the consolidated and company statements of financial position as at 31 March 2015, 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 predecessor Hong Kong Companies Ordinance (Cap.32), 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 2015, 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 predecessor Hong Kong Companies Ordinance (Cap.32).

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 19 June 2015

JOYCE

CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March 2015
截至二〇一五年三月三十一日止年度

		Note	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
		附註		
Turnover	營業額	5	1,325,835	1,339,458
Other income	其他收入	6	48,942	48,119
Direct costs and operating expenses	直接成本及營業費用	7	(1,157,676)	(1,143,791)
Selling and marketing expenses	銷售及推銷費用	7	(65,807)	(65,482)
Administrative expenses	行政費用	7	(97,408)	(106,380)
Other (losses)/gains, net	其他淨(虧損)/盈利	8	(9,848)	150
Operating profit	營業盈利		44,038	72,074
Finance costs	融資成本	9	(14)	(28)
Share of profit of an associate	所佔聯營公司盈利	19	642	1,867
Profit before income tax	扣除所得稅前盈利		44,666	73,913
Income tax expense	所得稅費用	11	(11,591)	(12,237)
Profit attributable to owners of the Company	公司所有者應佔盈利		33,075	61,676
Earnings per share	每股盈利			
– Basic and diluted	– 基本及攤薄	14	2.0 cents 仙	3.8 cents 仙

The notes on pages 84 to 139 are an integral part of these financial statements.

載於第84至139頁之附註為綜合財務報表的整體部份

		Note	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
		附註		
Dividends	股息	13	32,480	56,840

JOYCE

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 March 2015
截至二〇一五年三月三十一日止年度

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Profit for the year	年度盈利	33,075	61,676
Other comprehensive (expenses)/income:	其他綜合(開支)/收益:		
<i>Items that will not be reclassified subsequently to profit or loss</i>	其後不會重新分類至損益的項目		
Remeasurements of post-employment benefit obligations, net of tax	離職後福利債務重計(除稅後)損失	(1,538)	-
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i>	已經重新分類或其後可能會重新分類至損益的項目		
Net translation differences on foreign operations	海外營運之匯兌淨差額		
- Subsidiaries	- 附屬公司	339	(1,585)
- Associate	- 聯營公司	53	(86)
- Recycling of exchange fluctuation reserve upon liquidation of a subsidiary	- 由附屬公司清盤所解除的匯兌波動儲備	-	6,972
Fair value (losses)/gains on cash flow hedge and reclassification due to basis adjustments on inventory, net of tax	現金流動對沖的公平值(除稅後)(虧損)/收益和因一般存貨的基準調整作出分類調整(除稅後)	(6,141)	173
Total other comprehensive (expenses)/income	其他綜合總(開支)/收益	(7,287)	5,474
Total comprehensive income attributable to owners of the Company	公司所有者所佔綜合總收益	25,788	67,150

The notes on pages 84 to 139 are an integral part of these financial statements.

載於第84至139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 2015
於二〇一五年三月三十一日止年度

		Note 附註	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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	59,472	75,157
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	65,566	60,325
Interest in an associate	於聯營公司的權益	19	16,950	17,417
Financial asset at fair value through profit or loss	按公平值透過損益記賬的 金融資產	20	5,012	—
Deferred income tax assets	遞延所得稅資產	26	9,610	12,488
			156,610	165,387
Current assets	流動資產			
Inventories	存貨		283,816	250,801
Trade and other receivables	貿易及其他應收賬項	18	28,548	38,975
Deposits, prepayments and other assets	訂金、預付費用及其他資產	16	45,122	33,536
Cash and cash equivalents	現金及現金等值項目	22	414,851	461,465
			772,337	784,777
Total assets	資產總額		928,947	950,164

JOYCE

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

		Note 附註	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
EQUITY	權益			
Equity attributable to owners of the Company	公司所有者應佔權益			
Share capital	股本	24	162,400	162,400
Reserves	儲備	25	515,433	546,485
Total equity	權益總額		677,833	708,885
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Other non-current liabilities	其他非流動負債		11,339	9,135
			11,339	9,135
Current liabilities	流動負債			
Trade and bills payables	應付貿易賬項及應付票據	23	55,449	51,078
Other payables and accruals	其他應付賬項及應計項目		158,033	170,451
Amount due to an associate	應付聯營公司款項	19	10,409	5,496
Financial derivative liabilities	衍生金融工具負債	21	10,681	—
Current income tax liabilities	本期所得稅負債		5,203	5,119
			239,775	232,144
Total liabilities	負債總額		251,114	241,279
Total equity and liabilities	權益及負債總額		928,947	950,164
Net current assets	流動資產淨值		532,562	552,633
Total assets less current liabilities	資產總額減流動負債		689,172	718,020

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 139 are an integral part of these financial statements.

載於第84至139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 2015
於二〇一五年三月三十一日止年度

	Note 附註	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
ASSETS			
Non-current assets			
Property, plant and equipment	15	10,250	13,089
Interests in subsidiaries	17	—	93,062
Deposits, prepayments and other assets	16	12	1,830
Deferred income tax assets	26	2,240	4,841
		12,502	112,822
Current assets			
Deposits, prepayments and other assets	16	29	427
Amounts due from subsidiaries	17	652,147	411,272
Cash and cash equivalents	22	187	1,341
		652,363	413,040
Total assets		664,865	525,862
EQUITY			
Equity attributable to owners of the Company			
Share capital	24	162,400	162,400
Reserves	25	500,217	268,082
		662,617	430,482
LIABILITIES			
Non-current liability			
Other non-current liability		—	2,099
		—	2,099
Current liabilities			
Other payables and accruals		2,248	21,364
Amounts due to subsidiaries	17	—	71,917
		2,248	93,281
Total liabilities		2,248	95,380
Total equity and liabilities		664,865	525,862
Net current assets		650,115	319,759
Total assets less current liabilities		662,617	432,581

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 139 are an integral part of these financial statements.

載於第84至139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 2015
截至二〇一五年三月三十一日止年度

		Attributable to owners of the Company 公司所有者應佔								
		Share capital	Share premium	Capital surplus	Contributed surplus	Exchange fluctuation reserve	Hedging reserve	Retained earnings	Total equity	
		股本	股份溢價	資本盈餘	繳入盈餘	匯兌波動儲備	對沖儲備	累積盈利	總額	
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
	Balance at 1 April 2014	二〇一四年四月一日結存	162,400	3,728	76	139,196	8,907	-	394,578	708,885
	Comprehensive income	綜合收益								
	Profit for the year	年度盈利	-	-	-	-	-	33,075	33,075	
	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	-	-	-	-	339	-	-	339
	- Associate	- 聯營公司	-	-	-	-	53	-	-	53
	Cash flow hedges:	現金流動對沖：								
	- Fair value losses for the year and reclassification due to basis adjustments on inventory	- 本年度的公平價值虧損和因一般存貨基準調整的分類調整								
	- Deferred income tax recognised	- 確認的遞延所得稅	21	-	-	-	-	(7,903)	-	(7,903)
	Remeasurements of post-employment benefit obligations, net of tax	離職後福利債務重計(除稅後)損失	26	-	-	-	-	1,762	-	1,762
	Total other comprehensive income/(expenses)	其他綜合總收益/(開支)	-	-	-	-	392	(6,141)	(1,538)	(7,287)
	Total comprehensive income/(expenses)	綜合總收益/(開支)	-	-	-	-	392	(6,141)	31,537	25,788
	Transactions with owners, recognised directly in equity	與所有者的交易，在權益中直接確認								
	Dividend paid for the year ended 31 March 2014	就二〇一四年三月三十一日止年度之已付中期股息	-	-	-	-	-	-	(56,840)	(56,840)
	Balance at 31 March 2015	二〇一五年三月三十一日結存	162,400	3,728	76	139,196	9,299	(6,141)	369,275	677,833

JOYCE

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

		Attributable to owners of the Company 公司所有者應佔							
		Share capital	Share premium	Capital surplus	Contributed surplus	Exchange fluctuation reserve	Hedging reserve	Retained earnings	Total equity
		股本	股份溢價	資本盈餘	繳入盈餘	匯兌波動儲備	對沖儲備	累積盈利	總額
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Balance at 1 April 2013	二〇一三年四月一日結存	162,400	3,728	76	139,196	3,606	(173)	389,742	698,575
Comprehensive income	綜合收益								
Profit for the year	年度盈利	-	-	-	-	-	-	61,676	61,676
Other comprehensive (expense)/income	其他綜合(開支)/收益								
Net translation differences on foreign operations	海外營運之匯兌淨差額:								
- Subsidiaries	- 附屬公司	-	-	-	-	(1,585)	-	-	(1,585)
- Associate	- 聯營公司	-	-	-	-	(86)	-	-	(86)
- Recycling of exchange fluctuation reserve upon liquidation of a subsidiary	- 由附屬公司清盤解除的匯兌波動儲備	-	-	-	-	6,972	-	-	6,972
Cash flow hedges:	現金流動對沖:								
- Fair value gains for the year and reclassification due to basis adjustments on inventory	- 本年度的公平價值收益和因一般存貨的基準調整作出分類調整	21	-	-	-	-	210	-	210
- Deferred income tax recognised	- 確認的遞延所得稅	26	-	-	-	-	(37)	-	(37)
Total other comprehensive income	其他綜合總收益	-	-	-	-	5,301	173	-	5,474
Total comprehensive income	綜合總收益	-	-	-	-	5,301	173	61,676	67,150
Transactions with owners, recognised directly in equity	與所有者的交易，在權益中直接確認								
Dividend paid for the year ended 31 March 2013	就二〇一三年三月三十一日止年度之已付中期股息	-	-	-	-	-	-	(56,840)	(56,840)
Balance at 31 March 2014	二〇一四年三月三十一日結存	162,400	3,728	76	139,196	8,907	-	394,578	708,885

The notes on pages 84 to 139 are an integral part of these financial statements.

載於第84至139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 2015
截至二〇一五年三月三十一日止年度

	Note 附註	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Cash flows from operating activities			
Cash generated from operations	(a)	46,951	150,423
Interest paid		(14)	(28)
Interest received		1,998	629
Income tax paid		(6,867)	(19,309)
Net cash generated from operating activities		42,068	131,715
Cash flows from investing activities			
Purchases of property, plant and equipment		(33,045)	(36,714)
Dividend income from an associate		1,162	2,309
Proceeds from disposal of property, plant and equipment		6	-
Net cash used in investing activities		(31,877)	(34,405)
Cash flows from financing activity			
Dividend paid		(56,840)	(56,840)
Net cash used in financing activity		(56,840)	(56,840)
Net (decrease)/increase in cash and cash equivalents		(46,649)	40,470
Effect of foreign exchange rate changes, net		35	(1,055)
Cash and cash equivalents at beginning of year		461,465	422,050
Cash and cash equivalents at end of year		414,851	461,465
Analysis of balances of cash and cash equivalents			
Cash at bank and in hand	22	196,084	244,465
Short-term bank deposits	22	218,767	217,000
		414,851	461,465

The notes on pages 84 to 139 are an integral part of these financial statements.

載於第84至139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

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Operating profit	營業盈利	44,038	72,074
Loss on liquidation of a subsidiary	附屬公司清盤的損益	-	6,972
Interest income	利息收入	(1,998)	(629)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	41,347	49,946
Fair value gain on financial asset/liability at fair value through profit or loss	按公平值透過損益記賬的 金融資產/負債之公平值盈利	(5,012)	(7,122)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	760	562
Provision for onerous contract	虧損性合約之撥備	7,939	-
Impairment charge on property, plant and equipment	物業、廠房及設備減值	6,921	-
Operating profit before working capital changes	營運資金變動前之營業盈利	93,995	121,803
(Increase)/decrease in inventories	存貨之(增加)/減少	(30,237)	21,802
Decrease in trade and other receivables	貿易及其他應收賬項之減少	10,427	33,723
Increase in deposits, prepayments and other assets	訂金、預付費用及其他資產之增加	(16,827)	(4,694)
Increase/(decrease) in trade and bills payables	應付貿易賬項及應付票據之 增加/(減少)	4,371	(6,931)
Decrease in other payables and accruals	其他應付賬項及應計項目之減少	(19,691)	(18,281)
Increase in amount due to an associate	應付聯營公司款項之增加	4,913	3,001
Cash generated from operations	營業產生的現金	46,951	150,423

The notes on pages 84 to 139 are an integral part of these financial statements.

載於第84至139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 have been approved for issue by the Board of Directors on 19 June 2015.

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 liabilities (including derivative instruments) at fair value through profit or loss.

These consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

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。

此綜合財務報表已於二〇一五年六月十九日獲董事會通過。

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及負債的重估(包括衍生工具)而作出修訂。

綜合財務報表乃根據前公司條例(第32章)對本財政年度及比較期間之適用規定而編製。

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。

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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 and interpretation are effective for the accounting periods beginning on or after 1 April 2014, but they do not have any significant impact to the results and financial position of the Group.

HKAS 32 (Amendment)	Financial instruments: Presentation on asset and liability offsetting
HKAS 36 (Amendments)	Impairment of assets on recoverable amount disclosures
HKAS 39 (Amendments)	Financial instruments: Recognition and measurement – novation of derivatives
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Consolidation for investment entities
HK(IFRIC) – Int 21	Levies

The following new and amended standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2015 or later periods and have not been early adopted by the Group.

HKAS 1 (Amendment)	Disclosure initiative
HKAS 16 and 38 (Amendment)	Classification of acceptable methods of depreciation and amortisation
HKAS 19 (Amendment)	Employee benefits and defined benefit plans
HKAS 27 (Amendment)	Equity method
HKFRS 9	Financial instruments
HKFRS 10 and HKAS 28 (Amendment)	Sale or contribution of assets between an investor and its associate or joint venture
HKFRS 10, HKFRS 12 and HKAS 28 (Amendment)	Investment entities

2 主要會計政策 (續)

2.1 編製基準 (續)

下列現行準則的修訂及詮釋乃於二〇一四年四月一日或之後開始的會計期間生效，但對本集團的經營業績及財務狀況並無造成嚴重影響。

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
香港會計準則第36號 (修訂本)	非財務資產之可收回金額披露
香港會計準則第39號 (修訂本)	金融工具：確認及計量—更新衍生工具及對沖會計的延續
香港財務報告準則第10號、第12號及香港會計準則第27號 (修訂本)	投資實體
香港 (國際財務報告詮釋委員會) — 詮釋第21號	徵費

下列新準則及現行準則的修訂已經刊發，但於集團二〇一五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。

香港會計準則第1號 (修訂本)	披露計劃
香港會計準則第16號及第38號 (修訂本)	可接受之折舊及攤銷方法之分類
香港會計準則第19號 (修訂本)	僱員福利及界定福利計劃
香港會計準則第27號 (修訂本)	權益法
香港財務報告準則第9號	金融工具
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出繳
香港財務報告準則第10號、第12號及香港會計準則第28號 (修訂本)	投資實體

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)

HKFRS 11 (Amendment)	Accounting for acquisition of interest in joint operations
HKFRS 14	Regulatory deferral accounts
HKFRS 15	Revenue from contracts with customers
Annual improvements project	Annual improvements 2010-2012 cycle
Annual improvements project	Annual improvements 2011-2013 cycle
Annual improvements project	Annual improvements 2012-2014 cycle

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

HKFRS 9, ‘Financial instruments’, addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of HKFRS 9 was issued in July 2014. It replaces the guidance in HKAS 39 that relates to the classification and measurement of financial instruments. HKFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the ‘hedged ratio’ to be the same as the one management actually use for risk management purposes.

2 主要會計政策 (續)

2.1 編製基準 (續)

香港財務報告準則第11號(修訂本)	收購共同營運權益之會計
香港財務報告準則第14號	監管遞延賬戶
香港財務報告準則第15號	客戶合約收益
年度改進項目	二〇一〇至二〇一二年香港財務報告準則之改進
年度改進項目	二〇一一至二〇一三年香港財務報告準則之改進
年度改進項目	二〇一二至二〇一四年香港財務報告準則之改進

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

香港財務報告準則第9號「金融工具」，針對金融資產和金融負債的分類、計量和確認。香港財務報告準則第9號的完整版本已在二〇一四年七月發佈。此準則取代香港會計準則第39號中有關分類和計量金融工具的指引。香港財務報告準則第9號保留但簡化了金融資產的混合計量模型，並確定了三個主要的計量類別：按攤銷成本、按公允價值透過其他綜合收益以及按公允價值透過損益表計量。此分類基準視乎主體的經營模式，以及金融資產的合同現金流量特點。在權益工具中的投資需要按公允價值透過損益表計量，而由初始不可撤銷選項在其他綜合收益計量的公允價值變動不循環入賬。目前有新的預期信貸損失模型，取代在香港會計準則第39號中使用的減值虧損模型。對於金融負債，就指定為按公允價值透過損益表計量的負債，除了在其他綜合收益中確認本身信貸風險的變動外，分類和計量並無任何變動。香港財務報告準則第9號放寬了套期有效性的規定，以取代清晰界線套期有效性測試。此準則規定被套期項目與套期工具的經濟關係以及「套期比率」須與管理層實際用作風險管理之目的相同。

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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)

Contemporaneous documentation is still required but is different to that currently prepared under HKAS 39. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The group is yet to assess HKFRS 9's full impact.

In addition, the disclosure requirements of the new Hong Kong Companies Ordinance (Cap. 622) will become effective for the Group's financial year ending 31 March 2016. The Group is in the process of making an assessment of expected impact of the changes. So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

2 主要會計政策 (續)

2.1 編製基準 (續)

根據此準則，仍需有同期文件存檔，但此規定與香港會計準則第39號現時所規定的不同。此準則將於二〇一八年一月一日或之後開始的會計期間起生效。容許提早採納。本集團仍未評估香港財務報告準則第9號的全面影響。

此外，新香港公司條例（第622章）披露規定於本集團自截至二〇一六年三月三十一日止財政年度起開始生效。本集團現正評估公司條例變動之預期影響。目前為止，本公司總結其不大可能會構成重大影響，並將僅限於影響綜合財務報表之資料呈列及披露。

2.2 附屬公司

2.2.1 綜合賬目

附屬公司指本集團對其具有控制權的所有主體（包括結構性主體）。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。附屬公司在控制權轉移至本集團之日起合併入賬。附屬公司在控制權終止之日起停止合併入賬。

(a) 業務合併

本集團利用購買法將業務合併入賬。購買一附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或然對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或然負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或按非控制性權益應佔被購買方淨資產的比例，計量被收購方的非控制性權益。

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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)

(a) Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised within 'other gains/(losses), net' in the consolidated income statement.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the fair value of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Intra-company transactions, balances and unrealised gains/losses are eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

2 主要會計政策 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

(a) 業務合併 (續)

購買相關成本在產生時支銷。

如業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在綜合收益表中之「其他淨盈利／（虧損）」確認。

集團將轉讓的任何或然對價按收購日期的公允價值計量。被視為資產或負債的或然對價公允價值的其後變動，根據香港會計準則第39號的規定，在損益中或作為其他綜合收益的變動確認。分類為權益的或然對價不重新計量，其之後的結算在權益中入賬。

所轉讓對價、被收購方的任何非控制性權益的公允價值，及在被收購方之前任何權益在收購日期的公允價值，超過購入可辨識淨資產公允價值的數額記錄為商譽。如所轉讓對價、確認的任何非控制性權益及所計量的之前持有的權益，低於購入附屬公司淨資產的公允價值，則將該數額直接在綜合收益表中確認。

集團內公司之間的交易、結餘及未變現盈利／虧損得予以對銷。附屬公司報告的數額已按需要作出改變，以確保與本集團採用的政策符合一致。

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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)

(b) *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.

(c) *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.

2.2.2 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 received 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 主要會計政策 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

(b) *不導致失去控制權的附屬公司權益變動*

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—即與附屬公司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允價值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。出售非控制性權益的盈虧亦記錄在權益中。

(c) *出售附屬公司*

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允價值，賬面值的變動在損益中確認。公允價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出售相關資產和負債。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。

2.2.2 獨立財務報表

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬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附屬公司的總綜合收益，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，則必須對附屬公司投資作減值測試。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.3 Associate

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Interest in an 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 interest in an 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.

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.

Gains or losses on dilution of equity interest in associate are recognised in the consolidated income statement.

2 主要會計政策 (續)

2.3 聯營

聯營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。聯營投資以權益法入賬。根據權益法，投資初始以成本確認，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。本集團於聯營的投資包括購買時已辨認的商譽。

如聯營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的虧損等於或超過其在該聯營的權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團對聯營已產生法律或推定債務或已代聯營作出付款。

本集團在每個報告日期釐定是否有客觀證據證明聯營投資已減值。如投資已減值，本集團計算減值，數額為聯營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）」旁之數額。

本集團與其聯營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。

在聯營股權稀釋所產生的盈利或虧損於綜合收益表確認。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

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. The executive directors are the top management of the Group.

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)

2.4 分部匯報

營運分部的報告方式，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，被視為作出策略決定的最高管理層。執行董事是本集團的最高管理層。

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貨幣及本集團的列賬貨幣。

(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。

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。

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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 非金融資產的減值

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, 資產將按可識別現金流量(現金產生單位)的最低層次組合。除商譽以外的非金融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金融資產或負債, 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)

本集團指定若干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。其他綜合收益中的對沖儲備變動載於綜合權益轉變報表中。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金融資產(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。

**NOTES TO THE
CONSOLIDATED FINANCIAL STATEMENTS**

綜合財務報表附註

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

2.9 Financial asset/(liability) at fair value through profit and loss

Financial asset/(liability) at fair value through profit and loss represented the call and put options. The financial asset/(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 fair 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資產／(負債)

按公平值透過損益記賬的金融資產／(負債)指認購及認沽權淨公平值。金融資產／(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／虧損。

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。

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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 respectively.

(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 Statement of financial position 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，但與直接在其他綜合收益中或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他們在綜合財務報表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。

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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 consolidated 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。

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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 charged or credited to equity in the statement of comprehensive income. 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期內分攤支銷。

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。精算盈虧乃於全面收益表中之權益確認。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. The Group makes provision on onerous contracts when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be received from it.

2.18 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，並可能作出可靠的估計，便會確認撥備。不就未來營業虧損確認撥備。當因履行合約義務而不可避免的開支超過合約預期可收回的經濟利益，集團作出虧損性合約之撥備。

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。

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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 ("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集團及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、人民幣及美元的風險。外匯風險來自未來商業交易、已確認資產和負債以及海外業務的淨投資。

當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。

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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)

At 31 March 2015, 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\$182,000 higher/lower (2014: HK\$244,000 higher/lower) mainly as a result of foreign exchange gains/losses on settlement of purchases.

At 31 March 2015, 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\$888,000 lower/higher (2014: HK\$889,000 lower/higher) mainly as a result of foreign exchange gains/losses on the receipt of a receivable balance.

At 31 March 2015, if Euro had weakened/strengthened by 5% against HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$927,000 higher/lower (2014: HK\$959,000 higher/lower) mainly as a result of foreign exchange gains/losses on settlement of purchases. In addition, equity for the year would have been approximately HK\$2,365,000 lower/higher mainly as a result of foreign exchange losses/gains on fair value changes of forward foreign exchange contracts designated as hedging instruments.

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)

於二〇一五年三月三十一日，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182,000元（二〇一四年：增加／減少港幣244,000元），主要因為結算採購所產生的匯兌收益／虧損。

於二〇一五年三月三十一日，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888,000元（二〇一四年：減少／增加港幣889,000元），主要因為應收賬項所產生匯兌收益／虧損。

於二〇一五年三月三十一日，倘歐元兌港幣貶值／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927,000元（二〇一四年：增加／減少港幣959,000元），主要因為結算採購所產生的匯兌收益／虧損。此外，年度權益將減少／增加港幣2,365,000元，主要因為用作對沖工具的外匯期貨合約所產生的匯兌收益／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、租賃訂金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）。

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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 2015, 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。

於二〇一五年三月三十一日，本集團須承受信貸風險之金融資產及有關金融資產之最高風險如下：

		31 March 2015 二〇一五年三月三十一日		31 March 2014 二〇一四年三月三十一日	
	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:	金融資產：				
Cash and cash equivalents	現金及現金等值項目	414,851	414,063	461,465	460,579
Trade and other receivables	貿易及其他應收賬項	28,548	28,548	38,975	38,975
Deposits and other assets	訂金及其他資產	104,541	104,541	87,999	87,999

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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\$254,800,000 as at 31 March 2015 (2014: HK\$279,800,000). Borrowing facilities utilised as at 31 March 2015 amounted to approximately HK\$16,316,000 (2014: HK\$19,275,000). The banking facilities were secured by corporate guarantees from the Company.

The table below analyses the contractual maturities of the Group's financial 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

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流動資金風險，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。於二〇一五年三月三十一日，本集團之可動用借貸總額為港幣254,800,000元（二〇一四年：港幣279,800,000元）。於二〇一五年三月三十一日，已動用的借貸總額約為港幣16,316,000元（二〇一四年：港幣19,275,000元）。銀行信貸以本公司之企業擔保作保證。

下表顯示本集團金融負債的合約到期日。

	Less than 1 year 一年以下		Over 1 year 一年以上	
	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Trade and bills payable 應付貿易賬項及 應付票據	55,449	51,078	-	-
Other payables and accruals 其他應付賬項及 應計項目	139,192	157,085	11,339	9,135
Amount due to an associate 應付聯營公司款項	10,409	5,496	-	-
Total 總額	205,050	213,659	11,339	9,135

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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 2015	二〇一五年三月三十一日	
Forward foreign exchange contracts	遠期外匯合約	
– cash flow hedges	– 現金流量對沖：	
Inflows	流入	46,770
Outflows	流出	(57,450)
At 31 March 2014	二〇一四年三月三十一日	
Forward foreign exchange contracts	遠期外匯合約	
– cash flow hedges	– 現金流量對沖：	
Inflows	流入	–
Outflows	流出	–

(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 2015, if interest rates on the bank deposits had been 10 basis points (2014: 10 basis points) higher/lower with all other variables held constant, pre-tax profit for the year would have been HK\$414,000 (2014: HK\$461,000) 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融工具。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。在二〇一五年三月三十一日，假若銀行存款利率高出/低了10基點（二〇一四年：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414,000元（二〇一四年：港幣461,000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。

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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

下表採用估值法對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）

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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 2015.

		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 asset at fair value through profit or loss	按公平值透過損益記賬的金融資產	-	-	5,012	5,012
Liabilities	負債				
Financial derivative liabilities	衍生金融工具負債	-	10,681	-	10,681

The following table presents the Group's financial assets and liabilities that were measured at fair value as at 31 March 2014.

		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	按公平值透過損益記賬的金融負債	-	-	-	-
Financial derivative liabilities	衍生金融工具負債	-	-	-	-

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)

下表顯示本集團的金融資產及負債按二〇一五年三月三十一日計量的公平值。

下表顯示本集團的金融資產及負債按二〇一四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。

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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.

3.4 Offsetting financial assets and financial liabilities

(a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements.

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、租賃及其他資產，及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。

3.4 抵銷金融資產及負債

(a) 金融資產

下列金融資產受抵銷、可執行總互抵安排和類似協議的規限。

		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the balance sheet 在資產 負債表抵銷的 已確認金融 負債總額 HK\$'000 港幣千元	Net amounts of financial assets presented in the balance sheet 在資產 負債表呈報的 金融資產 淨額 HK\$'000 港幣千元
As at 31 March 2015	二〇一五年三月三十一日			
Trade and other receivables	貿易及其他應收賬項	44,407	(44,407)	-
		44,407	(44,407)	-

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.4 Offsetting financial assets and financial liabilities (Continued)

(a) Financial assets (Continued)

		Gross amounts of recognised financial assets	Gross amounts of recognised liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet
		已確認金融 資產總額 HK\$'000 港幣千元	在資產負債表 抵銷的已確認 金融負債總額 HK\$'000 港幣千元	在資產負債表 呈報的金融 資產淨額 HK\$'000 港幣千元
As at 31 March 2014	二〇一四年三月三十一日			
Trade and other receivables	貿易及其他應收賬項	44,442	(44,442)	–
		44,442	(44,442)	–

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

(b) 金融負債

下列金融負債受抵銷、可執行總互抵安排和類似協議的規限。

		Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet
		已確認金融 負債總額 HK\$'000 港幣千元	在資產負債表 抵銷的已確認 金融資產總額 HK\$'000 港幣千元	在資產負債表 呈報的金融 負債淨額 HK\$'000 港幣千元
As at 31 March 2015	二〇一五年三月三十一日			
Trade and bills payable	應付貿易賬項及應付票據	44,407	(44,407)	–
		44,407	(44,407)	–

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)
3.4 Offsetting financial assets and financial liabilities
(Continued)
(b) Financial liabilities (Continued)

3 金融風險管理 (續)
3.4 抵銷金融資產及負債 (續)
(b) 金融負債 (續)

		Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet 在資產負債表 抵銷的已確認 金融資產總額	Net amounts of financial liabilities presented in the balance sheet 在資產負債表 呈報的金融 負債淨額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
As at 31 March 2014	二〇一四年三月三十一日			
Trade and bills payable	應付貿易賬項及應付票據	44,442	(44,442)	–
		44,442	(44,442)	–

For the financial assets and liabilities subject to enforceable netting arrangement, the agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis.

對於受可執行總互抵安排之金融資產和負債，本集團與對方之間的協議均容許在雙方均選擇按淨額基準結算的情況下，將相關的金融資產和負債作淨結算。如沒有此選擇方案，則金融資產和負債將按總額基準結算。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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.

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。

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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。如有出現減值，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。

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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 asset/(liability) at fair value through profit or loss (including derivative)

The fair value of a financial asset/(liability) at fair value through profit or loss (including derivative) 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 Group's business by 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資產／(負債)(包括衍生工具)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資產／(負債)(包括衍生工具)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及記錄在綜合財務狀況表的數額有所影響。

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：

2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
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1,325,835	1,339,458
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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中國大陸、香港及其他市場。

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。

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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營業盈利/(虧損)列述如下:

		2015 二〇一五年			
		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	1,103,981	220,958	896	1,325,835
Operating profit/(loss)	營業盈利/(虧損)	78,634	(31,552)	(3,044)	44,038
Finance costs	融資成本				(14)
Share of profit of an associate	所佔聯營公司盈利				642
Profit before income tax	除稅前盈利				44,666
Income tax expense	所得稅費用				(11,591)
Profit attributable to owners of the Company	公司所有者應佔盈利				33,075
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	17,127	15,918	-	33,045
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	20,785	20,562	-	41,347
Segment reversal of provision for inventories	分部存貨撥備回撥	(17,851)	(31,086)	-	(48,937)
Segment provision for onerous contract	分部虧損性合約之撥備	-	7,939	-	7,939
Segment impairment charge of property, plant and equipment	分部物業、廠房及設備減值	-	6,921	-	6,921

All the turnover is to external customers. In addition, the turnover relating to the Company's domicile is immaterial for further disclosures.

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.

所有營業額均源於外界客戶。此外，有關公司於居駐國家的營業額因數額不大而不作進一步披露。

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。

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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 during the year is as follows:

		2015 二〇一五年			
		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	775,362	126,739	286	902,387
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				16,950
Deferred income tax assets	遞延所得稅資產				9,610
Total assets	資產總額				928,947

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

		2015 二〇一五年			
		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	149,545	85,262	695	235,502
Unallocated:	未分配負債：				
Amount due to an associate	應付聯營公司款項				10,409
Current income tax liabilities	本期所得稅負債				5,203
Total liabilities	負債總額				251,114

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)

An analysis of the Group's reportable segment turnover and operating profit/(loss) by geographical location during 2014 is as follows:

		2014 二〇一四年			
		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	1,099,403	238,782	1,273	1,339,458
Operating profit/(loss)	營業盈利／(虧損)	84,416	(2,849)	(9,493)	72,074
Finance costs	融資成本				(28)
Share of profit of an associate	所佔聯營公司盈利				1,867
Profit before income tax	除稅前盈利				73,913
Income tax expense	所得稅費用				(12,237)
Profit attributable to owners of the Company	公司所有者應佔盈利				61,676
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	21,925	14,789	–	36,714
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	28,671	21,275	–	49,946
Segment provision for/(reversal of provision for) inventories	分部存貨撥備／(撥備回撥)	9,615	(13,281)	–	(3,666)

All the turnover is to external customers. In addition, the turnover relating to the Company's domicile is immaterial for further disclosures.

An analysis of the Group's reportable segment assets by geographical location during 2014 is as follows:

		2014 二〇一四年			
		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	772,354	147,578	327	920,259
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				17,417
Deferred income tax assets	遞延所得稅資產				12,488
Total assets	資產總額				950,164

5 營業額及分部資料 (續)

茲將本集團二〇一四年內按地域分部而劃分的營業額及營業盈利／(虧損)列述如下：

所有營業額均源於外界客戶。此外，有關公司於居駐國家的營業額因數額不大而不作進一步披露。

茲將本集團二〇一四年內按地域分部而劃分的有關報告分部資產列述如下：

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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 during 2014 is as follows:

		2014 二〇一四年			
		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	145,165	84,966	533	230,664
Unallocated:	未分配負債:				
Amount due to an associate	應付聯營公司款項				5,496
Current income tax liabilities	本期所得稅負債				5,119
Total liabilities	負債總額				241,279

5 營業額及分部資料 (續)

茲將本集團二〇一四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

Interest income	利息收入	1,998	629
Management fee income	管理服務收入	2,312	1,966
Consignment commission	寄銷佣金	1,286	1,080
Rental income	租金收入	43,218	44,072
Sample and sundry sales	樣辦及雜項銷售	128	372

6 其他收入

	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
	1,998	629
	2,312	1,966
	1,286	1,080
	43,218	44,072
	128	372
	48,942	48,119

JOYCE

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

7 EXPENSES BY NATURE

7 費用種類

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Cost of inventories	存貨成本	720,909	677,791
Reversal of provision for impairment of inventories	存貨撥備回撥	(48,937)	(3,666)
		671,972	674,125
Depreciation of property, plant and equipment	物業、廠房及設備折舊	41,347	49,946
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	258,561	241,800
– contingent rents	– 或然租金	42,639	38,370
Auditor's remuneration	核數師酬金	1,500	1,500
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	760	562
Net exchange (gains)/losses	匯兌(收益)/虧損	(10,289)	367
Staff costs (including directors' and chief executive'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	165,133	169,352
Pension costs – defined contribution schemes	退休金成本—界定供款計劃	11,281	9,891
		176,414	179,243
Other expenses	其他費用	137,987	129,740
		1,320,891	1,315,653

8 OTHER (LOSSES)/GAINS, NET

8 其他淨(虧損)/盈利

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Fair value gain on financial asset/(liability) at fair value through profit or loss (Note 20)	按公平值透過損益記賬的金融資產/(負債)之公平值盈利(附註20)	5,012	7,122
Provision for onerous contract	虧損性合約之撥備	(7,939)	–
Impairment charge on property, plant and equipment	物業、廠房及設備減值	(6,921)	–
Loss on liquidation of a subsidiary	附屬公司清盤之虧損	–	(6,972)
		(9,848)	150

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

9 FINANCE COSTS

9 融資成本

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Interest on bank overdrafts	銀行貸款透支的利息	14	28

10 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

10 董事及高級管理人員酬金

(a) Directors' and chief executive's emoluments

The emoluments of every director and the chief executive for the year ended 31 March 2015 are set out below:

(a) 董事及高級管理人員酬金

截至二〇一五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	2015 Total 二〇一五年 總額 HK\$'000 港幣千元
Director Mr. Antonio Chan#					45
	-	45	-	-	
Chief executive Mr. Andrew D.F. Keith					3,380
	-	1,304	1,978	98	

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 CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

The emoluments of every director and the chief executive for the year ended 31 March 2014 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	2014 Total 二〇一四年 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	-	1,916	2,000	142	4,058

An independent non-executive director

Except for the director as disclosed above, no other directors of the Company received any fees or other emoluments for the Group for the years ended 31 March 2014 and 2015.

(b) Five highest paid employees

The five employees whose emoluments were the highest in the Group for the year include no directors (2014: nil), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2014: 5) highest paid employees, including chief executive, during the year are as follows:

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)

截至二〇一四年三月三十一日止年度內各董事及總裁的酬金詳列如下：

截至二〇一四年及二〇一五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袍金或其他酬金。

(b) 五名最高薪酬僱員

年內五名最高薪酬之僱員並無董事（二〇一四年：無），其酬金詳情已載於上文附註10(a)。年內五名（二〇一四年：五名）最高薪酬僱員（包括總裁）之酬金如下：

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	10,262	8,843
Discretionary bonuses and/or performance-related bonuses	非硬性及／或按業績而定的花紅	4,486	3,540
Pension scheme contributions	退休金計劃供款	438	409
		15,186	12,792

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 DIRECTORS' AND CHIEF EXECUTIVE'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	
		2015 二〇一五年	2014 二〇一四年
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	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	3	3
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	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	-	-
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	-	1
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	-	-
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	1	-
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) The chief executive remuneration by band

The emoluments fell within the following bands:

Bands	級別	Number of individual 僱員人數	
		2015 二〇一五年	2014 二〇一四年
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	-	-
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000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

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 (2014: 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) 總裁之酬金級別

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（二〇一四年：無）。

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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:

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
– Current income tax	– 本期所得稅	7,540	12,202
– Over-provision in prior years	– 以往年度撥備的高估	(589)	(892)
Deferred income tax charged (Note 26)	遞延所得稅開支 (附註26)	4,640	927
		11,591	12,237

11 所得稅費用 (續)

(a) 從綜合收益表內扣除的稅項金額為：

(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:

(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：

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Profit before income tax	除稅前盈利	44,666	73,913
Calculated at a taxation rate of 16.5% (2014: 16.5%)	按16.5%稅率計算之稅項 (二〇一四年: 16.5%)	7,370	12,196
Effect of different taxation rate in other country	其他國家不同稅率之影響	(2,781)	(376)
Effect of share of profit of an associate	所佔聯營公司盈利之影響	(106)	(308)
Expenses not deductible for taxation purpose	不可扣稅之支出	4,409	1,504
Income not subject to tax	無須課稅之收入	(9,504)	(5,359)
Effect of tax losses unrecognised	未確認應課稅虧損之影響	12,645	4,563
Effect of temporary difference not recognised	未確認短暫差距之影響	(58)	711
Utilisation of unrecognised tax losses of previous years	使用前年度未有確認之應課稅虧損	(24)	(240)
Recognition of previously unrecognised temporary differences	確認早前未確認之短暫差距	229	438
Over-provision in prior years	以往年度撥備的高估	(589)	(892)
Income tax expense	所得稅費用	11,591	12,237

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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\$288,975,000 (2014: HK\$95,526,000).

12 公司所有者應佔盈利
公司所有者應佔盈利港幣288,975,000元(二〇一四年:港幣95,526,000元)已計入本公司賬項內。

13 DIVIDENDS
The dividends paid during the year ended 31 March 2015 and 2014 were both approximately HK\$56,840,000.

13 股息
截至二〇一五年及二〇一四年三月三十一日年度止期間派發的股息同為大約港幣56,840,000元。

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Interim, declared after the date of statement of financial position, of 2.0 Hong Kong cents (2014: 3.5 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2.0仙 (二〇一四年:港幣3.5仙)	32,480	56,840
No final dividend proposed (2014: Nil)	不建議派發末期股息(二〇一四年:無)	—	—
		32,480	56,840

On 19 June 2015, the directors declared an interim dividend of 2.0 Hong Kong cents per ordinary share (2014: 3.5 Hong Kong cents). The directors do not recommend the payment of a final dividend (2014: Nil).

在二〇一五年六月十九日,董事公佈派發中期股息普通股每股港幣2.0仙(二〇一四年:港幣3.5仙)。董事決定不派發任何末期股息(二〇一四年:無)。

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 2016.

此項公布派發中期息並未於本財務報表內當作應付股息,惟將呈列為截至二〇一六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\$33,075,000 (2014: HK\$61,676,000) and the weighted average number of ordinary shares of 1,624,000,000 (2014: 1,624,000,000) shares in issue during the year.

14 每股盈利
每股基本盈利乃按是年權益持有人應佔綜合盈利港幣33,075,000元(二〇一四年:港幣61,676,000元)及是年內一直皆已發行的1,624,000,000股(二〇一四年:1,624,000,000股)普通股加權平均數而計算。

Diluted earnings per share was equal to basic earnings per share as there was no dilutive potential share outstanding for each of the year ended 31 March 2015 and 2014.

由於本公司截至二〇一五年及二〇一四年三月三十一日止年度內並無潛在可攤薄股份,因此每股攤薄盈利相等於每股基本盈利。

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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 2014	二〇一四年三月三十一日				
Opening net book value	期初賬面淨值	66,301	22,945	235	89,481
Additions	添置	25,130	11,584	–	36,714
Disposals/write-off	出售／撤銷	(514)	(48)	–	(562)
Depreciation (Note 7)	折舊(附註7)	(33,833)	(15,925)	(188)	(49,946)
Exchange differences	匯兌差額	(499)	(31)	–	(530)
Closing net book value	期終賬面淨值	56,585	18,525	47	75,157
At 31 March 2014	二〇一四年三月三十一日				
Cost	成本	168,671	101,583	1,220	271,474
Accumulated depreciation and impairment	累計折舊及減值	(112,086)	(83,058)	(1,173)	(196,317)
Net book value	賬面淨值	56,585	18,525	47	75,157
Year ended 31 March 2015	二〇一五年三月三十一日				
Opening net book value	期初賬面淨值	56,585	18,525	47	75,157
Additions	添置	26,927	6,118	–	33,045
Disposals/write-off	出售／撤銷	(714)	(52)	–	(766)
Depreciation (Note 7)	折舊(附註7)	(29,253)	(12,047)	(47)	(41,347)
Impairment charge	減值	(6,812)	(109)	–	(6,921)
Exchange differences	匯兌差額	283	21	–	304
Closing net book value	期終賬面淨值	47,016	12,456	–	59,472
At 31 March 2015	二〇一五年三月三十一日				
Cost	成本	174,834	99,429	1,220	275,483
Accumulated depreciation and impairment	累計折舊及減值	(127,818)	(86,973)	(1,220)	(216,011)
Net book value	賬面淨值	47,016	12,456	–	59,472

Depreciation expenses of approximately HK\$37,015,000 (2014: HK\$44,391,000) has been charged in "direct costs and operating expenses" and HK\$4,332,000 (2014: HK\$5,555,000) in "administration expenses" respectively.

折舊費用其中港幣37,015,000元(二〇一四年:港幣44,391,000元)在「直接成本及營業費用」中支銷,港幣4,332,000元(二〇一四年:5,555,000元)則計入「行政費用」中。

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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. During the year ended 31 March 2015, a store located in PRC suffered from an operating loss and HK\$6,921,000 impairment charge was made against property, plant and equipment (2014: Nil). The recoverable amounts of assets were determined based on the value-in-use of relevant assets estimated by using of discounted cashflow analysis as at 31 March 2015 and 2014.

- 15 **物業、廠房及設備 (續)**
董事已對資產的賬面值進行評估。於二〇一五年三月三十一日止之年度，一家位於中國的店舖遭受營業虧損，因此為物業、廠房及設備作減值為港幣6,921,000元（二〇一四年：無）。於二〇一五及二〇一四年三月三十一日，資產的回收值均以貼現現金流量分析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 2014	二〇一四年三月三十一日			
Opening net book value	期初賬面淨值	10,698	5,832	16,530
Additions	添置	31	893	924
Disposals/write-off	出售／撇銷	(495)	-	(495)
Depreciation	折舊	(2,113)	(1,757)	(3,870)
Closing net book value	期終賬面淨值	8,121	4,968	13,089
At 31 March 2014	二〇一四年三月三十一日			
Cost	成本	11,830	8,911	20,741
Accumulated depreciation	累計折舊	(3,709)	(3,943)	(7,652)
Net book value	賬面淨值	8,121	4,968	13,089
Year ended 31 March 2015	二〇一五年三月三十一日			
Opening net book value	期初賬面淨值	8,121	4,968	13,089
Additions	添置	319	819	1,138
Disposals/write-off	出售／撇銷	-	(6)	(6)
Depreciation	折舊	(2,098)	(1,873)	(3,971)
Closing net book value	期終賬面淨值	6,342	3,908	10,250
At 31 March 2015	二〇一五年三月三十一日			
Cost	成本	12,149	9,724	21,873
Accumulated depreciation	累計折舊	(5,807)	(5,816)	(11,623)
Net book value	賬面淨值	6,342	3,908	10,250

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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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Deposits and other assets	訂金及其他資產	104,541	87,999	19	1,800
Prepayments	預付費用	6,147	5,862	22	457
		110,688	93,861	41	2,257
Less: Current portion	減：本期部分	(45,122)	(33,536)	(29)	(427)
Non-current portion	長期部分	65,566	60,325	12	1,830

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

訂金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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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

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

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，且以港幣為單位。

During the year ended 31 March 2015, the Company transferred Joyce Boutique Limited, a directly wholly owned subsidiary, to Joyce Boutique International Limited, another directly wholly owned subsidiary, at the carrying amount of approximately HK\$93,062,000. No gain or loss was recorded in the income statement of the Company.

在二〇一五年三月三十一日止之年度，公司以賬面值大約港幣93,062,000元將直接持有之附屬公司Joyce Boutique Limited轉移至另一間直接持有之附屬公司Joyce Boutique International Limited。是次轉移並無在公司的收益表中錄得收益或虧損。

Details of principal subsidiaries at 31 March 2015 are disclosed in Note 29.

於二〇一五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。

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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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Trade receivables	貿易應收賬項	24,372	34,164
Other receivables	其他應收賬項	4,176	4,811
		28,548	38,975

Included in trade and other receivables are trade receivables with an ageing analysis at 31 March 2015 as follows:

於二〇一五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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Within 30 days	三十日內	23,138	32,019
Between 31 to 60 days	三十一日至六十日	707	1,653
Between 61 to 90 days	六十一日至九十日	482	202
Over 90 days	九十日以上	45	290
		24,372	34,164

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

本集團的應收賬項的賬面值以下列貨幣為單位：

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Hong Kong dollars	港元	18,738	26,896
Renminbi	人民幣	5,634	7,268
		24,372	34,164

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

本集團有既定的信貸政策，一般允許的信用期為零至六十日不等。

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18 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables that are less than 60 days past due are not considered impaired. At 31 March 2015, trade receivables of HK\$527,000 (2014: HK\$492,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

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

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\$5,982,000 (2014: HK\$12,012,000) being amount due from certain fellow subsidiaries. The amount is unsecured, interest free and repayable in accordance to the Group's established credit policies.

19 INTEREST IN AN ASSOCIATE

18 貿易及其他應收賬項 (續)

逾期少於60日的貿易應收款不被視為經已減值。於二〇一五年三月三十一日，貿易應收款港幣527,000元(二〇一四年：港幣492,000元)經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄的獨立客戶。此等貿易應收款的賬齡分析如下：

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Between 61 to 90 days	六十一日至九十日	482	202
Over 90 days	九十日以上	45	290
		527	492

貿易及其他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。

包括在貿易及其他應收賬項中的港幣5,982,000元(二〇一四年：港幣12,012,000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。

19 於聯營公司的權益

At 1 April	四月一日	17,417	17,945
Share of profit of an associate	所佔聯營公司盈利	642	1,867
Dividend received	已收股息	(1,162)	(2,309)
Exchange differences	匯兌差額	53	(86)

At 31 March

三月三十一日

16,950

17,417

At 31 March 2015, the particulars of the associate are as follows:

於二〇一五年三月三十一日，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%	HK\$100,000 divided into 100 ordinary shares 港幣100,000元分為 100股普通股	Designer fashion retailing 零售名牌時裝

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

- 19 INTEREST IN AN ASSOCIATE (Continued)
Set out below is the summarised financial information for the associate which is accounted for using the equity method.

Summarised balance sheet

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Current assets	流動資產	58,196	54,415
Current liabilities	流動負債	(29,733)	(21,908)
Non-current assets	非流動資產	6,128	3,038
Net assets	所佔資產淨值	34,591	35,545

Summarised statement of comprehensive income

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Income	收入	129,067	117,544
Expense	支出	(127,035)	(112,960)
Profit before income tax	除稅前盈利	2,032	4,584
Income tax expense	所得稅費用	(722)	(774)
Profit after income tax	所佔除稅後盈利	1,310	3,810
Proportionate interest in an associate's operating lease commitments	按比例應佔聯營公司經營租賃承擔	15,775	9,525

Reconciliation of the summarised financial information presented to the carrying amount of its interest in an associate.

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Net assets	資產淨值	34,591	35,545
Interest in an associate (49%)	於聯營公司的權益(49%)	16,950	17,417
Goodwill	商譽	-	-
Carrying value	賬面值	16,950	17,417

As at the date of financial reporting, there are no contingent liabilities relating to the Group's interest in its associate, and no contingent liabilities of the entity itself.

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

- 19 於聯營公司的權益 (續)
聯營公司的摘要財務資料如下，此公司以權益法入賬。

摘要資產負債表

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Current assets	流動資產	58,196	54,415
Current liabilities	流動負債	(29,733)	(21,908)
Non-current assets	非流動資產	6,128	3,038
Net assets	所佔資產淨值	34,591	35,545

摘要全面收益表

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Income	收入	129,067	117,544
Expense	支出	(127,035)	(112,960)
Profit before income tax	除稅前盈利	2,032	4,584
Income tax expense	所得稅費用	(722)	(774)
Profit after income tax	所佔除稅後盈利	1,310	3,810
Proportionate interest in an associate's operating lease commitments	按比例應佔聯營公司經營租賃承擔	15,775	9,525

摘要財務資料與於聯營公司的權益賬面值之對賬

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Net assets	資產淨值	34,591	35,545
Interest in an associate (49%)	於聯營公司的權益(49%)	16,950	17,417
Goodwill	商譽	-	-
Carrying value	賬面值	16,950	17,417

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

應付聯營公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

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20 FINANCIAL ASSET/(LIABILITY) AT FAIR VALUE THROUGH PROFIT OR LOSS

The financial asset/(liability) at fair value through profit or loss represented the net fair value of the call and put options of the Group's 49% equity interest in Marni (Hong Kong) Limited. 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資產／(負債)

按公平值透過損益記賬的金融資產／(負債)乃指集團所持有的Marni (Hong Kong) Limited百分之四十九股權之認購及認沽期權公平淨值。該期權的估值由合資格的獨立專業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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
At 1 April	四月一日	-	(7,122)
Fair value gain on financial asset/(liability) at fair value through profit or loss (Note 8)	按公平值透過損益記賬的金融資產／(負債)之公平值盈利(附註8)	5,012	7,122
At 31 March	三月三十一日	5,012	-

21 FINANCIAL DERIVATIVE LIABILITIES

Forward foreign exchange contracts – cash flow hedges

During the year ended 31 March 2015, the Group has entered into forward foreign exchange contracts to hedge the currency risk from its forecasted purchases denominated in foreign currency. The forecasted purchases occur throughout the year. The outstanding forward foreign exchange contracts are expected to be fully utilised by May 2015. The fair value change of the forward foreign exchange contracts transferred to inventories will affect the consolidated income statements when the inventories are sold. Majority of the sales are expected to occur during the period from April to September 2015. The fair value changes of forward foreign exchange contracts recognised in other comprehensive income during the year ended 31 March 2015 amounted to HK\$21,244,000 of which HK\$13,341,000 was removed from equity and included in the initial cost of inventory.

21 衍生金融工具負債

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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	10,681	-

本集團於二〇一五年三月三十一日止之年度，以外匯期貨合約對沖由預期以外幣為單位之採購所產生的外匯風險。預期之採購在全年發生。未使用的外匯期貨合約預期在二〇一五年五月用完。轉移至存貨的外匯期貨合約之公平值變動會在存貨售出時影響綜合收益表。而主要銷售預期在二〇一五年四月至九月間發生。在二〇一五年三月三十一日止之年度間，於其他綜合收益中確認的外匯期貨合約之公平值變動為港幣21,244,000元，當中港幣13,341,000元已在權益中移除，並包括在存貨之初始值中。

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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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元	2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及庫存現金	196,084	244,465	187	1,341
Short-term bank deposits	短期銀行存款	218,767	217,000	-	-
		414,851	461,465	187	1,341

The effective interest rate on short-term bank deposits was 0.8% (2014: 0.2%); these deposits had an average maturity of 90 days (2014: 90 days). The Group's cash and cash equivalents are denominated in the following currencies:

短期銀行存款的實際利率為0.8厘（二〇一四年：0.2厘）；此等存款的平均到期日為90天（二〇一四年：90天）。本集團的銀行結存及現金以下列貨幣為單位：

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Hong Kong dollars	港元	257,192	301,092
United States dollars	美元	153,540	152,640
Renminbi	人民幣	3,414	7,345
Euro dollars	歐元	688	383
Others	其他	17	5
		414,851	461,465

All the Company's cash and cash equivalents 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。

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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 2015 is as follows:

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Due within 30 days	三十日內到期	54,576	49,514
Due between 31 to 60 days	三十一日至六十日到期	871	1,564
Due between 61 to 90 days	六十一日至九十日到期	2	-
		55,449	51,078

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

		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Euro dollars	歐元	22,859	24,449
Hong Kong dollars	港元	11,414	12,855
United States dollars	美元	10,305	6,677
Japanese yen	日元	8,076	5,021
British pound	英鎊	2,765	1,848
Renminbi	人民幣	28	161
Others	其他	2	67
		55,449	51,078

23 應付貿易賬項及應付票據

於二〇一五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	每股面值港幣0.10元之		
Beginning and end of the year	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	每股面值港幣0.10元之		
Beginning and end of the year	普通股期初及期末	1,624,000,000	162,400

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25 RESERVES

The reserves of the Group and the Company as at 31 March 2015 are analysed as follows:

25 儲備

於二〇一五年三月三十一日，本集團及本公司之儲備分析如下：

		Group 集團							
		Share premium	Capital surplus	Contributed surplus	Exchange fluctuation reserve	Hedging reserve	Dividend	Retained profits	Total
		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	股息 HK\$'000 港幣千元	累積盈利 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 1 April 2013	二〇一三年四月一日結存	3,728	76	139,196	3,606	(173)	56,840	332,902	536,175
Profit attributable to owners of the Company	公司所有者應佔盈利	-	-	-	-	-	-	61,676	61,676
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	(1,585)	-	-	-	(1,585)
- Associate	- 聯營公司	-	-	-	(86)	-	-	-	(86)
- Recycling of exchange fluctuation reserve upon liquidation of a subsidiary	- 由附屬公司清盤所解除的匯兌波動儲備	-	-	-	6,972	-	-	-	6,972
Cash flow hedges:	現金流動對沖：								
- Fair value gains for the year and reclassification due to basis adjustments on inventory	- 本年度的公平值收益和因一般存貨的基準調整作出分類調整	-	-	-	-	210	-	-	210
- Deferred income tax recognised	- 確認的遞延所得稅	-	-	-	-	(37)	-	-	(37)
Dividend paid	已付股息	-	-	-	-	-	(56,840)	-	(56,840)
Interim dividend proposed	已建議中期股息	3,728	76	139,196	8,907	-	-	394,578	546,485
		-	-	-	-	-	56,840	(56,840)	-
At 31 March 2014	二〇一四年三月三十一日結存	3,728	76	139,196	8,907	-	56,840	337,738	546,485
At 1 April 2014	二〇一四年四月一日結存	3,728	76	139,196	8,907	-	56,840	337,738	546,485
Profit attributable to owners of the Company	公司所有者應佔盈利	-	-	-	-	-	-	33,075	33,075
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	339	-	-	-	339
- Associate	- 聯營公司	-	-	-	53	-	-	-	53
Cash flow hedges:	現金流動對沖：								
- Fair value losses for the year	- 本年度的公平值虧損	-	-	-	-	(7,903)	-	-	(7,903)
- Deferred income tax recognised	- 確認的遞延所得稅	-	-	-	-	1,762	-	-	1,762
Dividend paid	已付股息	-	-	-	-	-	(56,840)	-	(56,840)
Remeasurements of post-employment benefit obligations, net of tax	離職後福利債務重計(除稅後)損失	-	-	-	-	-	-	(1,538)	(1,538)
Interim dividend proposed	已建議中期股息	3,728	76	139,196	9,299	(6,141)	-	369,275	515,433
		-	-	-	-	-	32,480	(32,480)	-
At 31 March 2015	二〇一五年三月三十一日結存	3,728	76	139,196	9,299	(6,141)	32,480	336,795	515,433

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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 2013	二〇一三年四月一日結存	3,728	159,375	56,840	9,453	229,396
Profit for the year	年度盈利	-	-	-	95,526	95,526
Dividend paid	已付股息	-	-	(56,840)	-	(56,840)
		3,728	159,375	-	104,979	268,082
Interim dividend proposed	已建議中期股息	-	-	56,840	(56,840)	-
At 31 March 2014	二〇一四年三月三十一日 結存	3,728	159,375	56,840	48,139	268,082
At 1 April 2014	二〇一四年四月一日結存	3,728	159,375	56,840	48,139	268,082
Profit for the year	年度盈利	-	-	-	288,975	288,975
Dividend paid	已付股息	-	-	(56,840)	-	(56,840)
		3,728	159,375	-	337,114	500,217
Interim dividend proposed	已建議中期股息	-	-	32,480	(32,480)	-
At 31 March 2015	二〇一五年三月三十一日 結存	3,728	159,375	32,480	304,634	500,217

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 2015, the Company had reserves of HK\$337,114,000 (2014: HK\$104,979,000) available for distribution. The Company's share premium account, in the amount of HK\$3,728,000 (2014: HK\$3,728,000), may be distributed in the form of fully paid bonus shares. The contributed surplus of HK\$159,375,000 (2014: HK\$159,375,000) is distributable subject to the requirements under section 54 of the Companies Act 1981 of Bermuda and Bye-law 134 of the Company.

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。

於二〇一五年三月三十一日，本公司可用作分派之儲備為港幣337,114,000元（二〇一四年：港幣104,979,000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（二〇一四年：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（二〇一四年：港幣159,375,000元）。

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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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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	9,610	12,488
		9,610	12,488

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
At 1 April	四月一日	12,488	13,452
Charged to the consolidated income statement	於綜合收益表記賬列支	(4,640)	(927)
Credited/(charged) directly to equity	在權益中直接計入／(扣除)	1,762	(37)
At 31 March	三月三十一日	9,610	12,488

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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.

Deferred tax assets:

		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 2013	二〇一三年三月三十一日	5,029	80	8,306	37	13,452
Charged to the consolidated income statement	於綜合收益表扣除	(225)	(55)	(647)	-	(927)
Charged to equity	在權益中扣除	-	-	-	(37)	(37)
At 31 March 2014	二〇一四年三月三十一日	4,804	25	7,659	-	12,488
Credited/(charged) to the consolidated income statement	於綜合收益表 計入/(扣除)	755	-	(5,352)	-	(4,597)
Credited to equity	在權益中計入	-	-	-	1,762	1,762
At 31 March 2015	二〇一五年三月三十一日	5,559	25	2,307	1,762	9,653

Deferred tax liabilities:

26 遞延所得稅 (續)

遞延所得稅資產及負債於抵銷前的總變動如下：

遞延所得稅資產：

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 2014	二〇一四年三月三十一日	-	-
Charged to the consolidated income statement	於綜合收益表扣除	(43)	(43)
At 31 March 2015	二〇一五年三月三十一日	(43)	(43)

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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	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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	2,240	4,841

		Company 公司	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
At 1 April	四月一日	4,841	5,417
Charged to the income statement	於收益表記賬列支	(2,601)	(576)
At 31 March	三月三十一日	2,240	4,841

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於抵銷前的總變動如下：

Deferred tax assets:

遞延所得稅資產：

		Tax depreciation 稅項折舊 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2013	二〇一三年三月三十一日	-	6,089	6,089
Charged to the income statement	於收益表記賬列支	-	(915)	(915)
At 31 March 2014	二〇一四年三月三十一日	-	5,174	5,174
Credited/(charged) to the income statement	於收益表計入/(記賬列支)	58	(2,992)	(2,934)
At 31 March 2015	二〇一五年三月三十一日	58	2,182	2,240

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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 2013	二〇一三年三月三十一日	(672)	(672)
Credited to the income statement	於收益表計入	339	339
At 31 March 2014	二〇一四年三月三十一日	(333)	(333)
Credited to the income statement	於收益表計入	333	333
At 31 March 2015	二〇一五年三月三十一日	-	-

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.

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。

The Group has potential unrecognised tax losses of HK\$134,960,000 (2014: HK\$82,461,000) to carry forward against future taxable income, of which HK\$82,380,000 (2014: HK\$35,526,000) will expire within 5 years. There is no expiry period for other tax losses.

本集團有港幣134,960,000元(二〇一四年：港幣82,461,000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82,380,000元(二〇一四年：港幣35,526,000元)的稅務虧損將於五年內屆滿。其他稅務虧損並無期限。

27 COMMITMENTS

(a) Operating lease commitments – as lessee

At 31 March 2015, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

27 承擔

(a) 經營租賃承擔—承擔者

於二〇一五年三月三十一日，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：

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	269,559	244,948
Later than one year and not later than five years	第二至第五年內	245,736	200,082
Later than five years	五年以上	949	-
		516,244	445,030

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。

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

27 COMMITMENTS (Continued)

(b) Operating lease commitments – as lessor

At 31 March 2015, the Group had future aggregate minimum lease receipts under a non-cancellable operating lease as follows:

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	29,748	18,785
Later than one year and not later than five years	第二至第五年內	3,649	–
		33,397	18,785

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。

(c) Capital commitments

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

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Property, plant and equipment contracted but not provided for	已簽約但未撥備的物業、廠房及設備	2,336	2,813

27 承擔 (續)

(b) 經營租賃承擔 – 出租者

於二〇一五年三月三十一日，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：

(c) 資本承擔

於結算日但仍未產生的資本開支如下：

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

28 RELATED PARTY TRANSACTIONS

The immediate parent of the Group is JoyBo 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) Transactions with fellow subsidiaries

Rental expenses paid to fellow subsidiaries	已支付予同系附屬公司的租金支出
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收入

Note:

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

(b) Transaction with an associate

Management fee received from an associate	已收聯營公司的管理服務費用
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Note:

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

(c) Key management compensation

Details of disclosure are shown in Note 10.

28 與連繫人士的交易

本集團的直接母公司為JoyBo 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分述如下：

(a) 與同系附屬公司的交易

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 HK\$'000 港幣千元
Rental expenses paid to fellow subsidiaries	已支付予同系附屬公司的租金支出	37,787	33,362
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收入	41,100	43,977

附註：

以上與連繫人士的交易是按雙方共同同意的條款所實行的。

(b) 與聯營公司的交易

		Group 集團	
		2015 二〇一五年 HK\$'000 港幣千元	2014 二〇一四年 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	2,312	1,966

附註：

以上與連繫人士的交易是按雙方共同同意的條款所實行的。

(c) 主要管理人員酬金

有關披露已詳列於附註10。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 PRINCIPAL SUBSIDIARIES

The list below gives the principal subsidiaries of the Group which are 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

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		Issued and fully paid-up share capital/ registered capital 已發行及繳足 股本/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\$3,677,785 普通股港幣3,677,785元	Designer fashion retailing 零售名牌時裝
JB Management 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	Provision of management services 提供管理服務
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·外商獨資企業	PRC	–	100%	RMB20,000,000 人民幣20,000,000元	Designer fashion retailing & distribution 零售及經銷名牌時裝
JB Retail Limited (Formerly 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

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 2015 二〇一五年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2014 二〇一四年 三月三十一日 年度止 HK\$'000 港幣千元	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
TURNOVER	營業額	1,325,835	1,339,458	1,265,213	1,324,046	1,147,731
OPERATING PROFIT	營業盈利	44,038	72,074	77,897	168,354	153,562
Finance costs	融資成本	(14)	(28)	(29)	(53)	(34)
Share of profit of an associate	所佔聯營公司盈利	642	1,867	3,302	6,964	5,836
PROFIT BEFORE INCOME TAX	除稅前盈利	44,666	73,913	81,170	175,265	159,364
Income tax expense	所得稅費用	(11,591)	(12,237)	(16,865)	(24,147)	(26,712)
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS	權益持有人應佔盈利	33,075	61,676	64,305	151,118	132,652
Interim dividend	中期股息	-	56,840	56,840	81,200	64,960
Final proposed dividend	擬派發的末期股息	-	-	-	-	-
Total dividends	股息總額	-	56,840	56,840	81,200	64,960
ASSETS AND LIABILITIES 資產與負債		Year ended 31st March 2015 二〇一五年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2014 二〇一四年 三月三十一日 年度止 HK\$'000 港幣千元	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
Property, plant and equipment	物業、廠房及設備	59,472	75,157	89,481	99,774	44,469
Deposits, prepayments and other assets	訂金、預付費用及 其他資產	65,566	60,325	64,915	60,196	39,654
Interest in an associate	於聯營公司權益	16,950	17,417	17,945	19,251	17,369
Financial asset at fair value through profit or loss	按公平值透過損益記賬的 金融資產	5,012	-	-	-	-
Deferred income tax assets	遞延所得稅資產	9,610	12,488	13,452	9,959	4,281
Current assets	流動資產	772,337	784,777	791,609	820,208	734,346
TOTAL ASSETS	總資產	928,947	950,164	977,402	1,009,388	840,119
Non-current liabilities	非流動負債	(11,339)	(9,135)	(16,645)	(9,948)	(8,160)
Current liabilities	流動負債	(239,775)	(232,144)	(262,182)	(281,734)	(204,704)
TOTAL LIABILITIES	總負債	(251,114)	(241,279)	(278,827)	(291,682)	(212,864)
NET ASSETS	資產淨值	677,833	708,885	698,575	717,706	627,255

