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JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2016/2017

二〇一六 / 二〇一七年年報

STOCK CODE 股份代號 : 647

# JOYCE

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

# JOYCE

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Chairman

Mr. Stephen T. H. Ng

Non-executive Directors

Ms. Doreen Y. F. Lee

Mr. Paul Y. C. Tsui

Independent Non-executive Directors

Mr. Antonio Chan

Mr. Eric K. K. Lo

Mr. T. Y. Ng

### 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](http://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*

# JOYCE

## CHAIRMAN'S STATEMENT

### OVERVIEW AND PROSPECTS

Group revenue for the year declined by 19.1% to HK\$954.4 million (2015/16: HK\$1,179.4 million), following a decrease of 11.0% in the previous year. The fall in revenue was due to the closure of shops upon lease expiry as well as overall weakness in retail sales performance under difficult trading conditions. On the other hand, gross margin saw a 2.4 percentage point improvement as a result of strengthened margin management, compared with a 3.0 percentage point drop in the previous year.

Loss attributable to owners of the Company totalled HK\$41.9 million for the year, compared with a loss of HK\$78.0 million for the previous year. Loss per share was 2.6 cents (2015/16: 4.8 cents). This year's loss included a HK\$6.2 million write back (2015/16: provision of HK\$14.1 million) of an onerous contract provision made for the JOYCE shop at Shanghai IAPM. The narrowing of loss was achieved through the improvement in margin, by more efficient control of operating costs by closing under-performing shops, and by negotiating improved rental terms for a number of stores.

Hong Kong division's operating loss for the year was HK\$31.8 million, and Mainland China division's operating loss was HK\$3.7 million, representing an unfavourable year-on-year variance of HK\$3.8 million for Hong Kong and a favourable variance of HK\$43.4 million for Mainland China.

The Hong Kong retail sector has now experienced two consecutive years of negative growth, despite tentative signs of stabilisation. Last year also saw a drop in worldwide spending on luxury goods by Chinese consumers amid slower economic growth on the Mainland. Customer sentiment in both of the Group's retail markets has consequently been adversely affected.

Trading conditions will continue to be daunting. Rental levels in prime shopping districts remain stubbornly high relative to revenue. The impact of online specialty fashion retailing on bricks-and-mortar operations continues to strengthen, with a proliferation in the number and variety of e-commerce platforms.

Going forward, the Group is undertaking a comprehensive strategy to restore growth and further improve efficiency. Comparable store sales are being strengthened with enhanced product offerings, customer experiences and customer services designed to drive store traffic. Customer loyalty and customer acquisition programmes are being stepped up, and a professional personal-stylist services operation is being developed. Management will continue to focus on advantageous rental negotiation, close management of operating costs and streamlining of internal processes.

# JOYCE

## CHAIRMAN'S STATEMENT

### BUSINESS REVIEW

At the financial year-end, the Group operated a total of 39 shops (2016: 50). This portfolio comprised 24 shops in Hong Kong (including 3 multi-label JOYCE stores, 9 mono-brand shops, 11 JOYCE Beauty shops and one JOYCE Warehouse outlet), a mono-brand shop in Macau, and 5 shops in Mainland China (including 2 multi-label JOYCE shops, one mono-brand shop and 2 Joyce Warehouse outlets). In addition, the Group operated 9 Marni shops in Hong Kong and Taiwan under its 49%-held joint venture partnership with Marni Group S.r.l.

As the trading environment remained extremely challenging, the Group continued to follow a highly selective retail expansion strategy. At the end of September 2016, the Group opened a concession corner at the Lane Crawford IFC store for Eve Lom, a key JOYCE Beauty brand.

During the year, the Group carried out a full renovation of its multi-label JOYCE flagship store on Queen's Road Central in Hong Kong. Work was done in phases, ensuring that the store remained open throughout the renovation, which was completed in September 2016.

During the year, 3 Boss shops and 3 Stella McCartney shops were closed upon the expiry of their franchises. The Group also closed 3 non-performing shops in Hong Kong and Mainland China and, with a reduction in off-season merchandise, 2 JOYCE Warehouse outlets in Mainland China, improving store productivity.

The Group's joint venture with Marni S.r.l. consolidated its Taiwan operation with the closure of its loss-making Sogo shop in Taipei in February 2017. Although the joint venture recorded a year-on-year drop in revenue of 4.3%, with an improvement in gross margin and with decreased operating costs, it reduced its loss contribution to HK\$1.5 million (2016: HK\$6.7 million).

#### Dividend

In view of this year's results and an uncertain outlook for the coming financial year, the Board has resolved not to declare a dividend for this financial year (2015/16: Nil).

The Board remains fully confident in the ability of the Group's leadership and employees to meet the numerous challenges that face the company specifically and the luxury fashion retailing industry generally, and to be well positioned to benefit from an eventual improvement in market conditions. We remain grateful to them and to all JOYCE stakeholders for their ongoing support and contributions.

**Stephen T. H. Ng**

*Chairman*

Hong Kong, 16 June 2017

# JOYCE

## 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 of 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 2016/17 Results**

The Group recorded a loss attributable to owners of the Company of HK\$41.9 million for the year ended 31 March 2017, compared with a loss of HK\$78.0 million for the previous year. Loss per share was 2.6 cents (2015/16: 4.8 cents).

Group revenue declined by 19.1% to HK\$954.4 million (2015/16: HK\$1,179.4 million). Gross margin improved by 2.4 percentage points.

Hong Kong division revenue dropped by 17.3% against the previous year and accounted for 85.6% of Group revenue (2015/16: 83.8%). Although improved gross margin and a reduction in operating costs have mitigated the decline in revenue, operating loss for the year increased by HK\$3.8 million to HK\$31.8 million.

Mainland China division revenue posted a decline of 30.0% against the same period last year, due in part to a general falling-off in sales and in part to the closure of shops. Gross margin also declined by 4.7 percentage points due to the higher proportion of revenue contributed by liquidation of aged stocks. Operating loss contracted by HK\$43.4 million to HK\$3.7 million, chiefly due to the closure of under-performing shops, reduced operating costs and the inclusion of a non-recurring HK\$6.2 million write back (2015/16: provision of HK\$14.1 million) of an onerous contract provision made for the JOYCE shop at Shanghai IAPM. Cumulatively, onerous contract provisions for the shop total HK\$17.1 million, and the Group has referred the case to court for arbitration of early termination of the lease.

For the year under review, the 49% held joint venture with Marni S.r.l. contributed a loss of HK\$1.5 million (2015/16: HK\$6.7 million) following an improvement in gross margin and reduced operating costs.

(ii) **Liquidity and Financial Resources**

At 31 March 2017, the Group's financial position remained liquid with total cash deposits and cash on hand amounting to HK\$323.9 million. No bank borrowings were outstanding at 31 March 2017.

(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 position and, if appropriate and necessary, hedges its exposure by means of forward contracts.

(iv) **Finance**

At 31 March 2017, the Group had banking facilities totalling HK\$254.8 million (2016: HK\$254.8 million).

(v) **Employees**

The Group employed 414 staff as at 31 March 2017. 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 2017 amounted to HK\$154.5 million.

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## OTHER CORPORATE INFORMATION

### (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 86% of the Group's total annual turnover.

As at 31 March 2017, the Group's retail operations comprise a total of 39 outlets in Hong Kong, mainland China, Macau 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 one in Beijing, to provide local logistics support to the mainland China operations. Two additional offices, one in Milan and another in Paris, provide procurement support to the Group's merchandising department.

### (vii) Business Strategy

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

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

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

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

## (B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### (i) Directors

#### **Stephen Tin Hoi NG, Chairman** (Age: 64)

Mr. Ng has been a Director of the Company since 2000 and became non-executive Chairman in November 2007. He also serves as a member and chairman of Nomination Committee. Among other listed companies in Hong Kong and Singapore, Mr. Ng is deputy chairman of Wheelock and Company Limited ("Wheelock"), chairman and managing director of The Wharf (Holdings) Limited ("Wharf"), chairman of Harbour Centre Development Limited ("HCDL"), i-CABLE Communications Limited ("i-CABLE") (both being subsidiaries of Wharf) and Wheelock Properties (Singapore) Limited ("WPSL") (a subsidiary of Wheelock), as well as a non-executive director of Hotel Properties Limited (an associate of Wheelock), all being publicly listed companies in Hong Kong or Singapore. He was formerly a non-executive director of publicly listed Greentown China Holdings Limited ("Greentown") until his resignation in March 2015.

Mr. Ng was born in Hong Kong 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 chairman of Project *WeCan* Committee, chairman of Hong Kong General Chamber of Commerce, and a council member of both Employers' Federation of Hong Kong and Hong Kong Trade Development Council.

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## OTHER CORPORATE INFORMATION

**Antonio CHAN, Director** (Age: 69)

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 chairman of Audit Committee, and a member of 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 currently serves as a non-stipendiary minister in an international church. 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.

**Doreen Yuk Fong LEE, Director** (Age: 61)

Ms. Lee has been a Director of the Company since 2003. She is vice chairman of Wharf, chairman and senior managing director of Wharf Estates Limited and Wharf China Estates Limited, both being wholly-owned subsidiaries of Wharf.

Ms. Lee is a graduate of The University of Hong Kong where she obtained her bachelor's degree in Arts (Hon).

**Eric Kai Kin LO, Director** (Age: 68)

Mr. Lo has been an INED of the Company since 1997. He also serves as a member and chairman of Remuneration Committee, and a member of Audit Committee. Mr. Lo is an INED of publicly listed The Sincere Company, Limited as well as a director of several companies in Hong Kong.

**Tze Yuen NG, Director** (Age: 69)

Mr. Ng, *ACPA, ACMA*, was a Non-executive Director of the Company between October 2000 and August 2008 and has been an INED of the Company since April 2016. He also serves as a member of Audit Committee and Nomination Committee. Mr. Ng was formerly a Director of Wharf until his retirement in January 2015 as well as a Director of HCDL until his resignation in April 2013.

**Paul Yiu Cheung TSUI, Director** (Age: 70)

Mr. Tsui, *FCCA, FCPA, FCMA, CGMA, CPA, CGA*, has been a Director of the Company since 2000. He also serves as a member of Audit Committee and Remuneration Committee as well as a director of certain subsidiaries of the Company. He is an executive director and group chief financial officer of Wheelock, and vice chairman and group chief financial officer of Wharf. Mr. Tsui joined Wheelock/Wharf group in 1996 and became a director of Wheelock in 1998. He is a director of i-CABLE, and vice chairman of Wheelock Properties Limited, a wholly-owned subsidiary of Wheelock. He formerly served as a director of HCDL and WPSL until his resignations in August 2015; and also a non-executive director of Greentown until his resignation in July 2015. He is currently a general committee member of the Employers' Federation of Hong Kong ("EFHK") and chairman of the EFHK's "Property & Construction" functional group.

*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: 47)

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



# JOYCE

## OTHER CORPORATE INFORMATION

### (C) DIRECTORS' INTERESTS IN SECURITIES

As recorded in the register kept by the Company under section 352 of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (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 (or any other applicable code), there were no interests, whether long or short positions, held or deemed to be interested as at 31 March 2017 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 or deemed to be interested by any of them as at 31 March 2017.

### (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 2017, and 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"):

<b>Names</b>	<b>No. of Ordinary Shares</b> (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) For the avoidance of doubt and double counting, it should be noted that all of the shareholdings stated above represent the same block of shares.*
- (2) HSBC CI's deemed shareholding interests stated above were held by virtue of its 100% shareholding interests in WGL. HSBC CI held the interests in WGL as the trustee of a trust of which Mr. Peter K. C. Woo is the settlor.*
- (3) WGL's deemed shareholding interests stated above were held through its wholly-owned subsidiary, JBIL.*

All the interests stated above represented long positions. As at 31 March 2017, there were no short position interests recorded in the Register.

### (E) PENSION SCHEMES

Details of the pension schemes of the Group and the employers' pension costs charged to the Consolidated Income Statement for the year under review are set out in Note 2.16(c) to the Consolidated Financial Statements on page 93, and Note 7 on page 107 respectively.

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 the Consolidated Income Statement during the year ended 31 March 2017 amounted to HK\$9.0 million after utilisation of forfeitures in the amount of HK\$3.5 million to reduce the Group's contributions.

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## OTHER CORPORATE INFORMATION

### (F) MAJOR CUSTOMERS & SUPPLIERS

For the financial year ended 31 March 2017:

- (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.

### (G) DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

Mr. Paul 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.

### (H) 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.

### (I) BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

No bank borrowings were outstanding as at 31 March 2017.

### (J) INTEREST CAPITALISED

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

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## OTHER CORPORATE INFORMATION

### (K) 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 2017.

### (L) 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 28 March 2014, 6 March 2015 and 9 February 2017 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  
During the financial year, 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; (ii) regulating certain tenancy arrangements for commercial spaces, including office and retail spaces, between the Group and WGL and/or its subsidiaries; and (iii) stipulating an annual cap amount of rental and/or revenue commission payable by the Group to WGL group in relation thereto at HK\$46 million for the financial year ended 31 March 2017.

On 9 February 2017, a renewal master agreement (the "Renewal Master Agreement (Rent Payable)") was entered into between the Company and WGL for another fixed term of three years from 1 April 2017 to 31 March 2020 for the purposes of, *inter alia*, providing for an annual cap amount of rental and/or revenue commission payable by the Group to WGL group in relation thereto at HK\$24 million per annum.

The aggregate annual rental/revenue commission paid by the Group to WGL and/or its subsidiaries including LCHK under various individual concession arrangements and tenancy agreements as covered by the Master Agreement (Rents Payable), which is subject to the relevant annual cap amount as abovementioned, for financial year ended 31 March 2017 amounted to HK\$30.8 million.

- (II) Master Agreement for leasing transactions with rents receivable by the Group  
During the financial year, there existed a master concession agreement (the "Master Concession Agreement (Rents Receivable)") entered into between the Company and WGL on 4 March 2015 for a term of three years from 1 April 2015 to 31 March 2018 for the purpose of, *inter alia*, regulating various concession arrangements between certain subsidiaries of the Company as tenants and certain subsidiaries and/or associated companies of WGL as concessionaires in respect of the leasing of various retail spaces inside various JOYCE shops and stipulating an annual cap amount of rental and/or revenue commission payable by WGL group to the Group in relation thereto at HK\$36 million per annum.

The aggregate annual rental/revenue commission received by the Group from WGL group under various individual concession agreements as covered by the Master Concession Agreement (Rents Receivable), which is subject to the relevant annual cap amount as abovementioned, for the financial year ended 31 March 2017 amounted to HK\$30.3 million.

WGL being a substantial shareholder is regarded as a connected person of the Company within the meaning under the Listing Rules, the transactions mentioned under sections (L)(I) and (L)(II) above constitute continuing connected transactions for the Company.

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## OTHER CORPORATE INFORMATION

- (III) Confirmation from Directors and Auditors  
Directors, including INEDs, of the Company have reviewed the continuing connected transactions mentioned under sections L(I) and L(II) above (collectively, the "Transactions") and have confirmed that the Transactions were entered into:
- (a) by the Group in the ordinary and usual course of its business;
  - (b) on normal commercial terms or better; and
  - (c) according to the agreements governing such Transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

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 causes 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 2017.

*Note:*

*Certain particulars of the related party transactions entered into by the Group during the financial year ended 31 March 2017 have been disclosed in Note 26 to the Consolidated Financial Statements on page 124. 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.*

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## OTHER CORPORATE INFORMATION

### (M) PRINCIPAL RISKS AND UNCERTAINTIES

Set out below are the principal risks and uncertainties that are considered significant to the Group's businesses, results of operations and financial conditions.

#### Fashion trends

The designer fashion and specialty retailing industries are sensitive to fast changing consumer preferences. The Group's ability to identify emerging fashion-forward brands with strong growth potential and to spot influential cultural and lifestyle trends is key to the sustained growth of the Group's core business. The Group employs a highly experienced merchandising team with the requisite professional knowledge, insights and corporate resources to anticipate and capitalize on customer demand.

#### Brand image and reputation

Brand image and reputation are vital to the luxury retail industry, especially with respect to the Group's multi-brand fashion and beauty store business model. The Group places great emphasis on due diligence in selecting brand partners, with selection criteria including product style and design, quality of materials used and each prospective brand's credentials and history.

#### Intensified competition from online sellers

The popularity of online shopping is disruptive and poses a growing threat to the Group's existing core business of traditional bricks-and-mortar specialty retailing. To mitigate these risks, the Group actively develops new strategies for strengthening customer loyalty, adding unique offline value to the shopping experience and enhancing marketing communications with VIP customers.

#### Store locations and lease renewals

The Group's retail store operations are necessarily situated at prime urban locations and districts. As suitable locations are limited in supply, their availability and respective commercial leasing terms are external factors over which the Group has minimal control.

#### Legal and compliance risks

The Group has policies and procedures in place to ensure full compliance with relevant laws and regulations that have a significant impact on the Group's business and operations. Management regularly reviews and assesses the impact of any recent changes and developments in applicable laws, rules and regulations, and seeks external advice when deemed necessary.

#### Financial risks

The Group is exposed to financial risks including foreign exchange risk, credit risk, liquidity risk and cash flow interest rate risk in the normal course of its business. For further details of such risks and relevant policies, please refer to note 3 to the financial statements from page 95 to 100.

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## CORPORATE GOVERNANCE REPORT

### (A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2017, 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 2017.

### (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. Four Board meetings and one general meeting were held during the financial year ended 31 March 2017. 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 K. K. Lo	4/4	1/1
T. Y. Ng	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.

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## 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 and corporate finance.

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.

### (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.

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## CORPORATE GOVERNANCE REPORT

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:

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

*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.

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 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. Any new Directors appointed by the Board either to fill a casual vacancy or as an addition to the Board are subject to re-election by Shareholders at the next general meeting of the Company.

### (F) INDEPENDENT DIRECTORS

Three out of six Directors are INEDs, a sufficient number to ensure their views to carry weight and implanting a strong independence element into the Board.



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## CORPORATE GOVERNANCE REPORT

The Company has received written annual confirmation from each of the INEDs concerning their independence pursuant to Rule 3.13 of the Listing Rules, and considers that all INEDs are independent and meet the independence guidelines set out thereunder.

The re-election of any INEDs who has served on the Board for more than nine years is subject to (1) a separate resolution to be approved by Shareholders; and (2) further information to be set out in the circular to Shareholders regarding the reasons why the Board believes the relevant INED is still independent and should be re-elected.

### (G) BOARD COMMITTEES

(l) Audit Committee

The Company has set up an Audit Committee comprising four members, namely Mr. Antonio Chan, Mr. Eric K. Lo, Mr. T. Y. Ng, all of whom are INEDs, and Mr. Paul Y. C. Tsui, a Non-executive Director, with Mr. Antonio Chan acting as chairman of Audit Committee.

All Audit Committee members have sufficient experience in reviewing audited financial statements as aided by the auditors of the Group whenever required. In addition, Mr. Antonio Chan, Mr. Paul Y. C. Tsui and Mr. T. Y. Ng have the appropriate professional qualifications and/or experience in financial matters.

Three Audit Committee meetings were held during the financial year ended 31 March 2017. Attendance of Audit Committee members is set out below:

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

- (i) The terms of reference of Audit Committee 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 Audit Committee:

**(A) Relationship with the Company's external auditors**

- (a) to be primarily responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of their resignation or dismissal;
- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. Audit Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences; and
- (c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. Audit Committee 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 financial statements of the Company and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, Audit Committee should focus particularly on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from audit;
  - (iv) the going concern assumptions and any qualifications;
  - (v) compliance with accounting standards; and
  - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (b) regarding (B)(a) above:
  - (i) Audit Committee members should liaise with the Company's Board and Senior Management and Audit Committee must meet, at least twice a year, with the Company's external auditors; and
  - (ii) Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, or for compliance function or auditors (internal or external).

### **(C) Oversight of the Company's financial reporting system, and risk management and internal control systems**

- (a) to review the Company's risk management and internal control systems covering all controls; including financial, operational and compliance controls;
- (b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budgets of the Company's accounting, internal audit and financial reporting functions;
- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings and review the statements concerning risk management and internal control to be included in the annual report;
- (d) to ensure co-ordination between the internal and external auditors, to review and approve the annual internal audit plan, to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company for it to carry out an analysis and independent appraisal of the adequacy and effectiveness of the Company's financial reporting system and risk management and internal control systems, and to review and monitor the effectiveness of the internal audit function;
- (e) to review the Group's financial and accounting policies and practices;
- (f) to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response;

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## CORPORATE GOVERNANCE REPORT

- (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. Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
  - (j) to act as the key representative body for overseeing the Company's relations with the external auditors; and
  - (k) to consider other topics, as defined by the Board.
- (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. Audit Committee 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 Company Secretary, and any and all relevant complaints received may then be referred to Audit Committee and/or Chairman of the Company about possible improprieties in any matter related to the Group.
- (iii) The work performed by Audit Committee for the financial year ended 31 March 2017 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 Audit Committee;
  - (e) review of the internal audit report and annual audit plan of the internal audit function and its effectiveness;
  - (f) review of the Group's risk management and internal control systems and the statements concerning risk management and internal control to be included in the annual report;
  - (g) meeting with the external auditors without presence of the management; and
  - (h) review of whistle-blowing cases and relevant investigation results.

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## CORPORATE GOVERNANCE REPORT

(II) Remuneration Committee

The Company has set up a Remuneration Committee comprising three members, namely Mr. Antonio Chan and Mr. Eric K. K. Lo who are both INEDs, and Mr. Paul Y. C. Tsui, a Non-executive Director, with Mr. Eric K. K. Lo acting as chairman of Remuneration Committee.

Two Remuneration Committee meetings were held during the financial year ended 31 March 2017. Attendance of Remuneration Committee members is set out below:

<b>Members</b>	<b>Attendance/ Number of Meetings</b>
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 Remuneration Committee are aligned with the provisions set out in the CG Code. Given below are the main duties of the Remuneration Committee:

- (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;
- (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.

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## CORPORATE GOVERNANCE REPORT

- (ii) The work performed by Remuneration Committee, which has the delegated authority and responsibility, for the financial year ended 31 March 2017 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 Audit Committee members.

The basis of determining the emoluments payable to its Directors and Senior Management by the Company is by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors and senior executives of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. The basis of determining the fee payable to each of the INEDs of the Company at the rate of HK\$45,000 per annum and the fee payable to Chairman of Audit Committee at the rate of HK\$10,000 per annum 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 comprising three members, namely Chairman Mr. Stephen T. H. Ng (as chairman of Nomination Committee) and two INEDs, namely Mr. Antonio Chan and Mr. T. Y. Ng.

During the financial year ended 31 March 2017, no physical meeting of Nomination Committee was held as there is no change in Board members of the Company.

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

- (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, Chairman of the Board and 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 Audit Committee to ensure the proper performance of corporate governance functions of the Company. In this connection, the terms of reference of Audit Committee 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 18 under subsection "(I) Audit Committee" of section "(G) Board Committees" above.

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## CORPORATE GOVERNANCE REPORT

### (H) AUDITORS' REMUNERATION

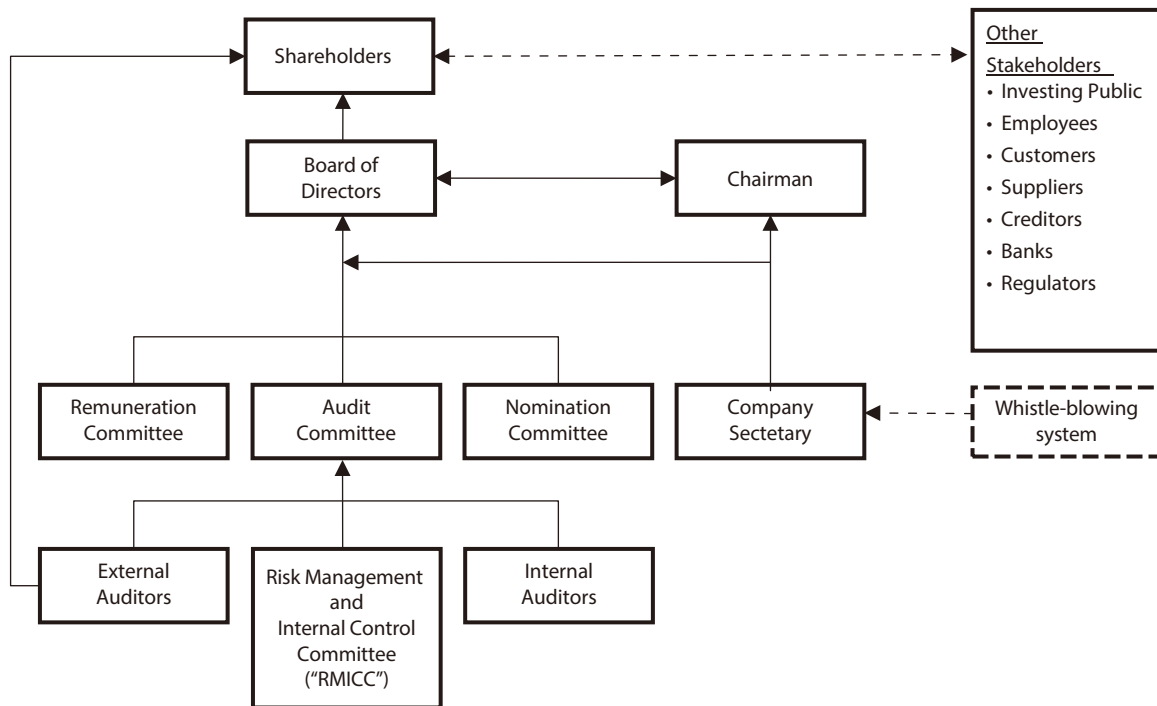
The fees in relation to services for the financial year ended 31 March 2017, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditors of the Company, amounted to HK\$1.1 million and HK\$0.2 million respectively.

### (I) RISK MANAGEMENT AND INTERNAL CONTROLS

#### Risk Governance Structure

The Board is responsible for the risk management and internal control systems of the Group. It oversees the systems on an ongoing basis. Reporting to the Board, Audit Committee is delegated with the authority and responsibility for ongoing monitoring and evaluation of the effectiveness of the relevant systems, with the assistance of Risk Management and Internal Control Committee ("RMICC").

The Group's current corporate governance, risk management and internal control framework is diagrammatically shown as below:



*Note: According to Joyce Group's Whistleblowing Policy & Procedures ("Whistleblowing Policy") (Section 4), Audit Committee has been delegated by the Chairman of the Company day-to-day responsibility for overseeing and implementing the Whistleblowing Policy.*

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## CORPORATE GOVERNANCE REPORT

### Risk Management and Internal Control Committee

**RMICC** plays a central role in the ongoing management of risk management and internal control system of the Group with the following features:

***Objective***

Assist Audit Committee in discharge of its oversight responsibility over the risk management and internal control system of the Group.

***Structure***

Accountable to Audit Committee on all matters relating to risk management and internal control.

Supervision of Department Heads who in turn are responsible for the identification and reporting of functional risks, and the ongoing supervision and monitoring of the risk management and internal control systems.

***Scope & Duties***

Assist Audit Committee to conduct periodical reviews of the effectiveness of the risk management and internal control systems of the Group based on the certification procedure.

Report to Audit Committee on identified risks, relevant evaluations and risk management strategy.

Direct and monitor the proper functioning of Departments' internal control systems and report to Audit Committee on any major internal control issues from time to time.

Assume an advisory role on objective settings, formulation of internal control framework, policies and procedures.

### Practices and Processes

Risk management and internal controls within the Group are not just serial processes but dynamic and integrated operations embedded in the day-to-day routines with the primary ownership vested on the respective business units under stewardship residing with the Board.

Areas of responsibility of each operational unit are clearly defined with specific limits of authority in place 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. Risk management system, internal control measures and procedures are continuously under review and being improved where necessary in response to changes in business, operating and regulatory environments. Furthermore, a Whistleblowing Policy & Procedures ("Whistleblowing Policy") has been adopted by the Group, with the authority and responsibility being delegated to Audit Committee. Such Whistleblowing Policy is for employees and those who deal with the Group (e.g. customers and suppliers) to raise concerns, in confidence, with Company Secretary, and any and all relevant complaints received may then be referred to Audit Committee and/or Chairman of the Company about possible improprieties in any matter related to the Group.

The internal audit 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 Audit Committee. The external auditors have access to a full set of internal audit reports.

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## CORPORATE GOVERNANCE REPORT

### Periodical Reviews

Under the leadership of RMICC, system reviews in a comprehensive approach on the basis of COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework are conducted throughout the Group at least annually. Each business unit makes a self-assessment by a process as illustrated in the following flow diagram.



Each business unit reports on its reviews and findings, with the conclusions as to the effectiveness of the risk management and control activities, while RMICC will draw an overall review and conclusion for reporting to Audit Committee and the Board. Such reviewing exercise is scheduled to be carried out on a regular basis and affords good opportunities for the Group to identify and prioritise risks, and to develop and manage appropriate measures to control risks within acceptable levels and with a greater focus on anti-fraud measures.

### Annual Confirmation

During the financial year ended 31 March 2017, the Audit Committee, with the assistance of RMICC, has conducted a review of the effectiveness of the Group's risk management and internal control systems and procedures covering all controls, including financial, operational and compliance and risk management, and the adequacy of, *inter alia*, resources, qualifications, experience and training of staff of the Company's accounting, internal audit and financial reporting function. Confirmations from management in the form of certification that risk management and internal control procedures are functioning effectively to meet the respective financial reporting, operational and compliance needs, are submitted by business and corporate unit heads to RMICC for consolidation and reporting to Audit Committee.

Based on the result of the review as reported by Audit Committee, in respect of the financial year ended 31 March 2017, Directors considered that the risk management and internal control systems and procedures of the Group were effective and adequate, and the Group has duly complied with the requirements under the Corporate Governance Code relating to the risk management and internal control.

A discussion on the principal risks and uncertainties encountered by the Group are set out on page 12 in other corporate information.

### Inside Information

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner.

The Company has implemented standard procedures for handling and disseminating the Company's inside information in compliance with the requirements under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) and the Listing Rules. Company Secretary works closely with the senior executives in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.



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## CORPORATE GOVERNANCE REPORT

### **(J) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 March 2017, which give a true and fair view of the financial position 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 Companies Ordinance (Cap. 622 of the laws of Hong Kong), the laws of Bermuda and the applicable disclosure provisions of the Listing Rules.

The responsibilities of the external auditors are to form an independent opinion, based on the audit, on the financial statements.

In preparing the financial statements for the financial year ended 31 March 2017:

- (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.

### **(K) 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](http://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.

Directors and external auditors attend annual general meetings to answer Shareholders' questions.

# JOYCE

## CORPORATE GOVERNANCE REPORT

### (L) 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, Directors of the Company must convene a special general meeting.
- (II) Send Enquiries to the Board  
The Company's corporate website provides email address, postal address, fax number and telephone number by which Shareholders may at any time address their concerns or enquiries to the Company's Board.
- (III) Make Proposals at General Meetings
- (i) The procedures for proposing candidate(s) for election as Director(s) at a Shareholders' meeting are set out in the Corporate Governance section of the Company's corporate website.
- (ii) The procedures for proposing resolution(s) to be moved at a Shareholders' meeting are as follows:
- Shareholder(s) can submit a written requisition to move a resolution at a Shareholders' meeting pursuant to Section 79 of the Bermuda Companies Act 1981 if they –
- (a) represent not less than 5% of the total voting rights of all Shareholders having at the date of the requisition a right to vote at the Shareholders' meeting; or
- (b) are no less than 100 Shareholders holding the Company's shares.
- The written requisition must –
- (1) contain the signatures of all the requisitionists (which may be contained in one document or in several documents in like form);
- (2) be deposited at the Company's registered office in Bermuda (Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda) and its principal office in Hong Kong (26/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong) for the attention of the Company Secretary not less than 6 weeks (as required in most circumstances under the applicable laws) before the Shareholders' meeting in the case of a requisition requiring notice of a resolution and not less than 1 week before the Shareholders' meeting in the case of any other requisition; and
- (3) be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all Shareholders in accordance with the requirements under the applicable laws and rules.

### (M) CONSTITUTIONAL DOCUMENTS

There is no significant change in the Company's constitutional documents during the financial year ended 31 March 2017.

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## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

For the financial year ended 31 March 2017, the Company has complied with the disclosure requirements as set out in Appendix 27 Environmental, Social and Governance Reporting Guide issued by The Stock Exchange of Hong Kong Limited.

### ENVIRONMENTAL PROTECTION

#### Emissions

The Group is committed to protecting the natural environment by assessing the environmental impact of its planning and operational decisions, conducting its operations in a manner that minimises pollution and conserves energy and resources, and promoting environmental awareness among its staff and other stakeholders.

- The Group conducted a tree-planting campaign during the year to raise awareness of environmental protection.

#### Use of Resources

The Group instructs staff to make more efficient use of resources, including electricity, water, paper and shopping bags.

The Group has adopted the following practices and taken the following measures to conserve energy and promote the efficient use of resources:

- (i) Recycling bins have been placed in high-traffic areas of its offices to encourage and facilitate recycling.
- (ii) Office lights are turned off during lunch hour on Fridays.
- (iii) Staff are instructed to print only when necessary and to use double-sided printing modes to minimise paper usage.
- (iv) Electronic filing of documents is encouraged.
- (v) Printing and photocopying equipment use recycled paper, toner and cartridges.
- (vi) Retail customers are encouraged to bring their own shopping bags.

### THE WORKPLACE

#### Employment

The Group recognises human resources as the core of the organisation. It is the collective effort of its employees that ensures the continued success of the Group. As a responsible employer, the Group strictly adheres to the following management principles:

- Hire the Best
- Reward Performance
- Develop Talent
- Respect Privacy
- Promote Fairness

# JOYCE

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### Health and Safety

The Group is committed to maintaining safe, secure and hygienic working conditions for its employees. To ensure safety, security and health in the workplace, the Group has established the following:

- (i) Typhoon and rainstorm policies;
- (ii) Fire precaution guidelines;
- (iii) Office and shop security measures; and
- (iv) Guidelines on the lifting of heavy objects.

### Development and Training

In line with the Group's strategy to train and retain a highly competent and motivated workforce, it provides a range of learning and development opportunities to its employees that are relevant to their job responsibilities, personal development and career advancement.

Learning and development activities include coaching and mentoring, off-the-job classroom and on-the-job training, job rotation, and special project assignments, among others.

### Labour Standards

All employees are provided with handbooks detailing Group employment policies and benefits. The Group complies with all relevant legislations in Hong Kong including:

- (i) Employment Ordinance (Cap. 57);
- (ii) Minimum Wage Ordinance (Cap. 608);
- (iii) Mandatory Provident Fund Schemes Ordinance (Cap. 485);
- (iv) Personal Data (Privacy) Ordinance (Cap. 486);
- (v) Sex Discrimination Ordinance (Cap. 480);
- (vi) Disability Discrimination Ordinance (Cap. 487);
- (vii) Family Status Discrimination Ordinance (Cap. 527); and
- (viii) Race Discrimination Ordinance (Cap. 602).

# JOYCE

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### OPERATING PRACTICES

#### Supply Chain Management

The Group undertakes to act ethically, responsibly, transparently, fairly and professionally in all its commercial activities and relationships. The Group sources trustworthy suppliers of high-quality products and services and places a priority on identifying suppliers having well-defined environmental and social responsibility policies.

#### Product Responsibility

The Group is fully committed to providing products and services that offer its customers best-in-class quality and user experience.

In advertising and promoting its products and services, the Group strictly complies with all relevant regulations concerning marketing communications and with the Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong) in the collection and use of customers' personal data.

In promoting its products and services, the Group also strictly abides by the Competition Ordinance (Cap. 619 of the laws of Hong Kong) to ensure customers enjoy full freedom of choice in a competitive marketplace.

#### Anti-corruption Policy

It is the Group's policy to conduct all of its business in an honest and ethical manner. The Group adheres to a zero-tolerance policy to bribery and corruption and is committed to ensuring that all employees act professionally, fairly and with integrity in all commercial transactions and relationships. The Group is committed to implementing and enforcing effective systems and procedures to prevent, detect, and remediate bribery.

### COMMUNITY INVOLVEMENT

The Group is committed to meeting its corporate social responsibilities ("CSR"), emphasising staff participation in diverse charitable activities that engage the community. During the past year, the Group organized and facilitated staff participation in the following projects:

- (i) Cooperation with the Fu Hong Society, a Hong Kong NGO which supports persons with disabilities, for the following activities:
  - (a) Selling cookies prepared by Fu Hong Society's bakery in the Group's retail stores to raise funds
  - (b) Collecting and selling second-hand clothing and household items for charity purposes
- (ii) Volunteer services for Food Angel, a food rescue and assistance program, to prepare food for lunch boxes given to those in need
- (iii) Knitting of over 450 scarves which were donated to local elderly homes
- (iv) The Community Chest Wheelock Swim for Millions, with Group staff raising over \$50,000 through activities including a cooking event, charity sale, and personal sponsorships

# JOYCE

## DIRECTORS' REPORT

Directors have pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 March 2017.

## PRINCIPAL ACTIVITIES AND TRADING OPERATIONS

The principal activities of the Company are investment holding and those of its principal subsidiaries are set out in Note 27(a) to the Consolidated Financial Statements on page 126.

## BUSINESS REVIEW

Discussion and analysis of the Group's business in accordance with Schedule 5 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are covered in different sections of this Annual Report as set out below, which shall form an integral part of this Directors' Report:

- (a) Review of the Group's business and analysis using key performance indicators – Chairman's Statement (pages 3 and 4) and Management Discussion and Analysis (Section A of Other Corporate Information) (pages 5 and 6)
- (b) Principal risks and uncertainties – Section M of Other Corporate Information (page 12) and Note 3 to the Consolidated Financial Statements (pages 95 to 100)
- (c) Future development in the Group's business – Chairman's Statement (page 3)

In addition, the Group's policies and performance in the area of environmental, social and governance, and compliance with relevant laws and regulations are discussed in the Environmental, Social and Governance Report on pages 26 to 28.

## RESULTS

The results of the Group for the financial year ended 31 March 2017 are set out in the Consolidated Income Statement on page 69.

## DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the financial year ended 31 March 2017.

## DONATIONS

The Company made no donations during the financial year.

## SHARE CAPITAL

Details of movement in share capital of the Company during the financial year are set out in Note 22 to the Consolidated Financial Statements on page 120.

## EQUITY-LINKED AGREEMENT

No equity-linked agreement which may result in the Company issuing shares was entered into or existed during the financial year.

## DIRECTORS

The Directors of the Company during the financial year and up to the date of this Report are Mr. Stephen T. H. Ng, Mr. Antonio Chan, Ms. Doreen Y. F. Lee, Mr. Eric K. K. Lo, Mr. T. Y. Ng and Mr. Paul Y. C. Tsui.

# JOYCE

## DIRECTORS' REPORT

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

## INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company's business to which any subsidiaries of the Company, the ultimate holding company of the Company or any subsidiaries of such ultimate holding company was a party and in which a Director of the Company or any connected entities of 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 contract 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, its subsidiaries or its ultimate holding company or any subsidiaries of that ultimate 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.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-Laws of the Company, every Director shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

The Company has maintained directors' liability insurance which is in force throughout the financial year and up to the date of this report to provide appropriate insurance cover for all Directors of the Company and directors of the Company's subsidiaries.

## 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.

## AUDITORS

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, 16 June 2017

# JOYCE

## INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

## TO THE SHAREHOLDERS OF JOYCE BOUTIQUE HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

### OPINION

What we have audited

The consolidated financial statements of Joyce Boutique Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 69 to 127, which comprise:

- the consolidated statement of financial position as at 31 March 2017;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.



# JOYCE

## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Net realisable value of inventory is identified as a key audit matter in our audit, and is summarised as follows:

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p><b>Net realisable value of inventory</b></p> <p>Refer to note 2.10 and 4(a) to the consolidated financial statements.</p> <p>As at 31 March 2017, the Group held inventories of HK\$183 million. Inventories are carried at the lower of cost and net realisable value ("NRV") in the consolidated financial statements.</p> <p>Management calculates the NRV at each period end based on the estimated sell-through amount of the inventories, which requires significant judgements and assumptions to be made to determine the estimated sell-through percentage, including historical experience of selling aged products and expectation of future sales based on current market conditions. The estimations are also subject to uncertainty as a result of future changes of market trends, customer demands and fashion trends.</p> <p>We focused on this area because significant judgements and assumptions are involved.</p>	<p>We understood and tested the controls by which management determined the sell-through percentage used in the calculation of NRV.</p> <p>We evaluated the estimated sell-through percentage applied by management on inventories with different seasons based on historical sales trends and budget sales as appropriate. Our evaluation included comparing the overall provision percentage to other market participants, the outcome of management's estimates in prior years and actual sales performance subsequent to the year end. We also evaluated the consistency of management applying these estimates and compared them against sales budget approved by management.</p> <p>We further discussed with management to understand the additional factors that were considered relevant based on the current market trend and conditions that may require adjustments to the sell-through amounts. We independently evaluated the impact of these factors by using our industry knowledge and sales performance subsequent to the year end.</p> <p>We further tested, on a sample basis, the accuracy of inventories season and historical and post year end sales data used in the calculation of sell-through percentage and net realisable value against the relevant accounting records.</p> <p>Based on the procedures performed, we found the assumption of management in determining the NRV to be supportable by available evidence.</p>

# JOYCE

## INDEPENDENT AUDITOR'S REPORT

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

# JOYCE

## INDEPENDENT AUDITOR'S REPORT

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wilson Chan.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 16 June 2017

# JOYCE

## CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March 2017  
截至二〇一七年三月三十一日止年度

			<b>2017</b>	2016
		Note	二〇一七年	二〇一六年
		附註	<b>HK\$'000</b>	HK\$'000
			港幣千元	港幣千元
Revenue	收入	5	<b>954,368</b>	1,179,393
Other income	其他收益	6	<b>41,884</b>	39,332
Direct costs and operating expenses	直接成本及營業費用	7	<b>(906,521)</b>	(1,125,289)
Selling and marketing expenses	銷售及推銷費用	7	<b>(42,335)</b>	(48,612)
Administrative expenses	行政費用	7	<b>(91,558)</b>	(110,288)
Other gains/(losses), net	其他淨收入/(虧損)	8	<b>5,323</b>	(13,396)
Operating loss	營業虧損		<b>(38,839)</b>	(78,860)
Finance costs	融資成本	9	<b>(9)</b>	(12)
Share of loss of an associate	所佔聯營公司虧損	17	<b>(1,514)</b>	(6,679)
Loss before income tax	扣除所得稅前虧損		<b>(40,362)</b>	(85,551)
Income tax (expense)/credit	所得稅(費用)/抵免	11	<b>(1,492)</b>	7,536
<b>Loss attributable to owners of the Company</b>	<b>公司股東應佔虧損</b>		<b>(41,854)</b>	(78,015)
<b>Loss per share</b>	<b>每股虧損</b>			
- Basic and diluted	- 基本及攤薄	13	<b>(2.6) cents</b> 仙	(4.8) cents 仙

The notes on pages 77 to 127 are an integral part of these consolidated financial statements.

載於第77至127頁之附註為綜合財務報表的整體部份

# JOYCE

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 March 2017  
截至二〇一七年三月三十一日止年度

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
<b>Loss for the year</b>	<b>年度虧損</b>	<b>(41,854)</b>	(78,015)
<b>Other comprehensive (loss)/ income</b>	<b>其他綜合(虧損)/收益</b>		
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i>	<i>已經重分或其後可能會重分類至損益的項目</i>		
Net translation differences on foreign operations	海外營運之匯兌淨差額		
– Subsidiaries	– 附屬公司	<b>(1,643)</b>	(712)
– Associate	– 聯營公司	<b>7</b>	(20)
Fair value changes on cash flow hedge and reclassification due to basis adjustments on inventories, net of tax	現金流動對沖的公平值變動(除稅後)和因一般存貨的基準調整作出分類調整(除稅後)	<b>–</b>	6,141
<b>Total other comprehensive (loss)/income</b>	<b>其他綜合總(虧損)/收益</b>	<b>(1,636)</b>	5,409
<b>Total comprehensive loss attributable to owners of the Company</b>	<b>公司股東應佔綜合總虧損</b>	<b>(43,490)</b>	(72,606)

The notes on pages 77 to 127 are an integral part of these consolidated financial statements.

載於第77至127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

For the year ended 31 March 2017

於二〇一七年三月三十一日止年度

			2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
	Note 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	14	物業、廠房及設備	61,305	50,327
Deposits, prepayments and other assets	15	訂金、預付費用及其他資產	64,922	62,755
Interest in an associate	17	於聯營公司的權益	7,290	8,797
Financial asset at fair value through profit or loss	18	按公平值透過損益記賬的金融資產	4,846	5,760
Deferred income tax assets	24	遞延所得稅資產	7,161	9,233
			<b>145,524</b>	136,872
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	183,187	242,729
Trade and other receivables	16	貿易及其他應收賬項	23,120	23,275
Deposits, prepayments and other assets	15	訂金、預付費用及其他資產	27,425	59,437
Current income tax recoverable		本期所得稅抵免	3,671	6,845
Cash and cash equivalents	19	現金及現金等值項目	323,942	301,667
			<b>561,345</b>	633,953
<b>Total assets</b>		<b>資產總額</b>	<b>706,869</b>	770,825
<b>EQUITY</b>		<b>權益</b>		
<b>Equity attributable to owners of the Company</b>		<b>公司股東應佔權益</b>		
Share capital	22	股本	162,400	162,400
Reserves	23	儲備	366,857	410,347
<b>Total equity</b>		<b>權益總額</b>	<b>529,257</b>	572,747

# JOYCE

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

		Note	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
		附註		
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liabilities	遞延所得稅負債	24	<b>1,211</b>	1,336
Other non-current liabilities	其他非流動負債	20	<b>6,869</b>	19,593
			<b>8,080</b>	20,929
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付貿易賬項及應付票據	21	<b>53,440</b>	41,405
Other payables and accruals	其他應付賬項及應計項目	20	<b>112,346</b>	133,063
Amount due to an associate	應付聯營公司款項	17	<b>3,746</b>	1,921
Current income tax liabilities	本期所得稅負債		<b>-</b>	760
			<b>169,532</b>	177,149
<b>Total liabilities</b>	<b>負債總額</b>		<b>177,612</b>	198,078
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>706,869</b>	770,825
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>391,813</b>	456,804
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>537,337</b>	593,676

The consolidated financial statements on page 69 to 127 were approved by the Board of Directors on 16 June 2017 and were signed on its behalf.

載於第69至127頁之綜合財務報表已由董事會於二〇一七年六月十六日通過和代表簽署。

**Stephen T.H. Ng**

Chairman

吳天海

主席

**Paul Y.C. Tsui**

Director

徐耀祥

董事

The notes on pages 77 to 127 are an integral part of these consolidated financial statements.

載於第77至127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 2017

截至二〇一七年三月三十一日止年度

		Attributable to owners of the Company 公司股東應佔						
		Share capital	Share premium	Capital surplus	Contributed surplus	Exchange fluctuation 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	累積盈利	權益總額
Note		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
Balance at 1 April 2016	二〇一六年四月一日結存	162,400	3,728	76	139,196	8,567	258,780	572,747
Loss for the year	年度虧損	-	-	-	-	-	(41,854)	(41,854)
<b>Other comprehensive (loss)/ income</b>	<b>其他綜合(虧損)/收益</b>							
Net translation differences on foreign operations	海外營運之匯兌淨差額：							
- Subsidiaries	- 附屬公司	-	-	-	-	(1,643)	-	(1,643)
- Associate	- 聯營公司	-	-	-	-	7	-	7
<b>Total other comprehensive loss</b>	<b>其他綜合總虧損</b>	-	-	-	-	(1,636)	-	(1,636)
<b>Total comprehensive loss</b>	<b>綜合總虧損</b>	-	-	-	-	(1,636)	(41,854)	(43,490)
Balance at 31 March 2017	二〇一七年三月三十一日結存	162,400	3,728	76	139,196	6,931	216,926	529,257



# JOYCE

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

		Attributable to owners of the Company 公司股東應佔							
		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	權益總額
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 2015	二〇一五年四月一日結存	162,400	3,728	76	139,196	9,299	(6,141)	369,275	677,833
Loss for the year	年度虧損	-	-	-	-	-	-	(78,015)	(78,015)
<b>Other comprehensive (loss)/income</b>	<b>其他綜合(虧損)/收益</b>								
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	-	(712)	-	-	(712)
- Associate	- 聯營公司	-	-	-	-	(20)	-	-	(20)
Cash flow hedges:	現金流動對沖：								
- Fair value changes on cash flow hedge	- 現金流動對沖之公平值變動	-	-	-	-	-	7,903	-	7,903
- Deferred income tax	- 遞延所得稅	24	-	-	-	-	(1,762)	-	(1,762)
<b>Total other comprehensive (loss)/income</b>	<b>其他綜合總(虧損)/收益</b>	-	-	-	-	(732)	6,141	-	5,409
<b>Total comprehensive (loss)/income</b>	<b>綜合總(虧損)/收益</b>	-	-	-	-	(732)	6,141	(78,015)	(72,606)
<b>Transactions with owners, recognised directly in equity</b>	<b>與股東的交易，在權益中直接確認</b>								
Dividend paid for the year ended 31 March 2015	就二〇一五年三月三十一日止年度之已付中期股息	-	-	-	-	-	-	(32,480)	(32,480)
Balance at 31 March 2016	二〇一六年三月三十一日結存	162,400	3,728	76	139,196	8,567	-	258,780	572,747

The notes on pages 77 to 127 are an integral part of these consolidated financial statements.

載於第77至127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 2017

截至二〇一七年三月三十一日止年度

	Note	2017	2016
	附註	二〇一七年 HK\$'000 港幣千元	二〇一六年 HK\$'000 港幣千元
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	(a)	46,454	(45,583)
Interest paid		(9)	(12)
Interest received		816	942
Income tax refunded/(paid)		2,868	(3,801)
Net cash generated from/(used in) operating activities		50,129	(48,454)
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment		(28,109)	(36,252)
Dividend income from an associate		-	1,454
Proceeds from disposals of property, plant and equipment		1,540	3,255
Net cash used in investing activities		(26,569)	(31,543)
<b>Cash flows from financing activity</b>			
Dividend paid		-	(32,480)
Net cash used in financing activity		-	(32,480)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>23,560</b>	<b>(112,477)</b>
Effect of foreign exchange rate changes, net		(1,285)	(707)
Cash and cash equivalents at beginning of the year		301,667	414,851
<b>Cash and cash equivalents at end of the year</b>	19	<b>323,942</b>	301,667

# 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 loss to cash generated from/(used in) operations**

**(a) 營業虧損與營業活動產生/(所用)的現金對賬**

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Operating loss	營業虧損	<b>(38,839)</b>	(78,860)
Interest income	利息收入	<b>(816)</b>	(942)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>25,627</b>	42,367
Fair value loss/(gain) on financial asset at fair value through profit or loss	按公平值透過損益記賬的金融資產之公平值虧損/(盈利)	<b>914</b>	(748)
Loss/(gain) on disposals of property, plant and equipment	出售物業、廠房及設備之虧損/(盈利)	<b>494</b>	(230)
(Reversal of provision for)/provision for onerous contract	虧損性合約之(撥備回撥)/撥備	<b>(6,237)</b>	14,144
Impairment charge on property, plant and equipment	物業、廠房及設備減值	<b>2,089</b>	-
Operating loss before working capital changes	營運資金變動前之營業虧損	<b>(16,768)</b>	(24,269)
Decrease in inventories	存貨之減少	<b>59,542</b>	38,309
Decrease in trade and other receivables	貿易及其他應收賬項之減少	<b>155</b>	5,273
Decrease/(increase) in deposits, prepayments and other assets	訂金、預付費用及其他資產之減少/(增加)	<b>18,785</b>	(11,504)
Increase/(decrease) in trade and bills payables	應付貿易賬項及應付票據之增加/(減少)	<b>12,035</b>	(14,044)
Decrease in other payables and accruals	其他應付賬項及應計項目之減少	<b>(29,120)</b>	(30,860)
Increase/(decrease) in amount due to an associate	應付聯營公司款項之增加/(減少)	<b>1,825</b>	(8,488)
Cash generated from/(used in) operations	營業產生/(所用)的現金	<b>46,454</b>	(45,583)

The notes on pages 77 to 127 are an integral part of these consolidated financial statements.

載於第77至127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 16 June 2017.

### 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 all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and requirements of the Companies Ordinance (Cap. 622 of the laws of Hong Kong). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss.

The preparation of consolidated 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二〇一七年六月十六日獲董事會通過。

### 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會計師公會頒佈的香港財務報告準則和公司條例(香港法例第622章)的規定編製。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而作出修訂。

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

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

##### (a) *New and amended standards adopted by the Group*

The following new and amended standards have been published and are mandatory for the Group's accounting periods beginning on 1 April 2016, but are not currently relevant to the Group.

HKAS1 (Amendment)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendment)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendment)	Agriculture: Bearer Plants
HKAS 27 (Amendment)	Equity Method in Separate Financial Statements
HKFRS 10, HKFRS12 and HKAS 28 (Amendment)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendment)	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts
Annual Improvements Project	Annual Improvements 2014 Cycle

### 2 主要會計政策(續)

#### 2.1 編製基準(續)

##### (a) *獲集團採用的新準則及現行準則的修訂*

下列新準則及現行準則的修訂已經刊發及於集團二〇一六年四月一日開始的會計期間生效，但現時與本集團無關。

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 澄清
香港會計準則 第16號及第41號 (修訂本)	農業：生產性 植物
香港會計準則 第27號(修訂本)	獨立財務報表 內之權益法
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：應用 綜合入賬之 例外情況
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
年度改進項目	二〇一四年香港 財務報告準則 之改進

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

(b) New and amended standards which have been issued but are not effective for the Group's financial year beginning 1 April 2016 and have not been early adopted by the Group:

### 2 主要會計政策(續)

#### 2.1 編製基準(續)

(b) 下列新準則及現行準則的修訂已經刊發，惟於集團二〇一六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。

		<b>Effective for accounting periods beginning on or after 適用於以下或之後 開始的會計期間</b>
HKAS 7 (Amendments) 香港會計準則第7號(修訂本)	Disclosure Initiative 披露計劃	1 January 2017 二〇一七年一月一日
HKAS 12 (Amendments) 香港會計準則第12號(修訂本)	Recognition of Deferred Tax Assets for Unrealised Losses 就未實現虧損確認遞延所得稅資產	1 January 2017 二〇一七年一月一日
HKFRS 2 (Amendments) 香港財務報告準則第2號(修訂本)	Classification and Measurement of Share-based Payment Transactions 以股份為基礎之付款交易之分類及計量	1 January 2018 二〇一八年一月一日
HKFRS 4 (Amendment) 香港財務報告準則第4號(修訂本)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts 與香港財務報告準則第4號「保險合約」應用 香港財務報告準則第9號「金融工具」	1 January 2018 二〇一八年一月一日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1 January 2018 二〇一八年一月一日
HKFRS 10 and HKAS 28 (Amendment) 香港財務報告準則第10號及 香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的 資產出售或出繳	Not yet established by HKICPA 香港會計師公會尚未釐定
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers 客戶合約收益	1 January 2018 二〇一八年一月一日
HKFRS 15 (Amendments) 香港財務報告準則第15號(修訂本)	Clarifications to HKFRS 15 香港財務報告準則第15號之澄清	1 January 2018 二〇一八年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二〇一九年一月一日
Annual Improvement Project 年度改進項目	Annual Improvement 2014-2016 Cycle 二〇一四至二〇一六年 香港財務報告準則之改進	1 January 2017 or 1 January 2018, as appropriate 二〇一七年一月一日或 二〇一八年一月一日，按適用

Management is in the process of making an assessment of the impact of these new and amended standards. Management will adopt these when they become effective.

管理層正在評估新準則及現行準則的修訂的影響，並會在生效時採用。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

- (b) New and amended standards which have been issued but are not effective for the Group's financial year beginning 1 April 2016 and have not been early adopted by the Group (Continued):

*HKFRS 9, 'Financial instruments'*

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

While the Group has yet to undertake a detailed assessment of the classification and measurement of financial assets and liabilities, the Group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets and liabilities.

The new impairment model requires the recognition of impairment provisions based on expected credit losses (ECL) rather than only incurred credit losses as is the case under HKAS 39. The Group has not yet undertaken a detailed assessment of how its impairment provisions would be affected by the new model.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

### 2 主要會計政策(續)

#### 2.1 編製基準(續)

- (b) 下列新準則及現行準則的修訂已經刊發，惟於集團二〇一六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(續)。

*香港財務報告準則第9號「金融工具」*

此項新準則針對金融資產和金融負債的分類、計量和終止確認，並介紹對沖會計的新規定和金融資產的新減值模型。

儘管本集團未就其金融資產和金融負債的分類和計量進行詳細評估，但本集團不預期新指引會對其金融資產和金融負債的分類和計量有重大影響。

新減值模型要求按預期信貸損失確認減值撥備，而非僅發生的信貸損失(根據香港會計準則第39號)。本集團尚未詳細評估新模型將如何影響其減值撥備。

新準則亦增加了披露規定和列報的改變。預期將改變本集團有關其金融工具的披露性質和範圍，尤其是在新準則採納的年度內。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

(b) New and amended standards which have been issued but are not effective for the Group's financial year beginning 1 April 2016 and have not been early adopted by the Group (Continued):

*HKFRS 15, 'Revenue from contracts with customers'*

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Management is currently assessing the effects of applying the new standard on the Group's financial statements and has identified the following area that are likely to be affected:

- rights of return – HKFRS 15 requires separate presentation on the statement of financial position of the right to recover the goods from the customer and the refund obligation.

At this stage, the Group is not able to estimate the impact of the new rules on the Group's financial statements. The Group will make more detailed assessments of the impact over the next twelve months.

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Group does not intend to adopt the standard before its effective date.

### 2 主要會計政策(續)

#### 2.1 編製基準(續)

(b) 下列新準則及現行準則的修訂已經刊發，惟於集團二〇一六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(續)。

香港財務報告準則第15號「客戶合約收益」

香港會計師公會已發佈收入確認的新準則。此將取代香港會計準則第18號(涵蓋出售貨品和提供服務產生的收入)和香港會計準則第11號(涵蓋建造合同)。新準則的原則為收入於貨品或服務的控制權轉移至客戶時確認。此準則容許全面追溯採納或經修改追溯方式採納。

管理層現評估應用新準則對集團財務報表的影響，並已確定下述處理很可能受到影響：

- 退貨權 – 香港財務報告準則第15號要求在財務狀況表內獨立呈報從客戶收回貨品的權利和退款責任。

現階段，本集團未能估計新準則對集團財務報表的影響。本集團將在未來十二個月對影響作出更詳細的評估。

香港財務報告準則第15號必須在二〇一八年一月一日或之後開始的財政年度採納。目前，本集團預計不會在生效日期前採納此準則。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

(b) New and amended standards which have been issued but are not effective for the Group's financial year beginning 1 April 2016 and have not been early adopted by the Group (Continued):

##### *HKFRS 16, 'Leases'*

HKFRS 16 will result in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$654,168,000, see Note 25. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

#### 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.

### 2 主要會計政策(續)

#### 2.1 編製基準(續)

(b) 下列新準則及現行準則的修訂已經刊發，惟於集團二〇一六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(續)。

##### *香港財務報告準則第16號「租賃」*

香港財務報告準則第16號「租賃」將導致差不多所有租賃在財務狀況表內確認，經營租賃與融資租賃的劃分已被刪除。根據該新準則，資產(該租賃項目的使用權)與支付租金的金融負債被確認。唯一例外者為短期和低價值租賃。

對出租人的會計處理將不會有重大改變。

此準則將主要影響集團經營租賃的會計處理。於報告日期，集團有不可取消的經營租賃承擔港幣654,168,000元(見附註25)。然而，集團仍未釐定該等承擔將導致資產和負債就未來付款確認的程度，以及將如何影響集團的利潤和現金流量分類。

若干承擔或會由短期和低價值租賃所涵蓋，同時根據香港財務報告準則第16號，部分承擔可能不符合租賃的定義。

此新準則必須在二〇一九年一月一日或之後開始的財政年度採納。目前，本集團預計不會在生效日期前採納此準則。

#### 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。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Subsidiaries (Continued)

##### 2.2.1 Consolidation (Continued)

###### (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 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.

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 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

### 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

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。

購買相關成本在產生時支銷。

如業務合併分階段進行，收購日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。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Subsidiaries (Continued)

##### 2.2.1 Consolidation (Continued)

###### (a) Business combinations (Continued)

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-group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

###### (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.

### 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)

所轉讓對價、被收購方的任何非控制性權益數額，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之前持有的權益計量，低於購入附屬公司淨資產的公允價值，則將該差額直接在綜合收益表中確認。

集團內之間的交易、結餘及交易的未變現盈利予以對銷。除非交易提供證據顯示所轉讓資產已減值，否則未變現虧損亦予以對銷。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。

###### (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。向非控制性權益的處置的盈虧亦記錄在權益中。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Subsidiaries (Continued)

##### 2.2.1 Consolidation (Continued)

###### (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.

#### 2.3 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 income is reclassified to profit or loss where appropriate.

### 2 主要會計政策(續)

#### 2.2 附屬公司(續)

##### 2.2.1 綜合賬目(續)

###### (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處置相關資產和負債。這意味著之前在其他綜合收益中確認的數額重新分類至損益。

##### 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。

#### 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)。

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.3 Associate (Continued)

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 income is recognised in other comprehensive income 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 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.

#### 2.4 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 主要會計政策(續)

#### 2.3 聯營(續)

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「所佔聯營公司虧損」旁。

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。

#### 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。執行董事為本集團之最高管理層。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.5 Foreign currency translation

##### (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.

##### (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, currency translation differences arising are recognised in 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 主要會計政策(續)

#### 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。

##### (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，產生的匯兌差額在其他綜合收益中入賬。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。

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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

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.

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 主要會計政策(續)

#### 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。

折舊乃按以下物業、廠房及設備項目的估計可使用年期將成本依直線法計算：

租賃物業裝修	按租賃期
傢俬、裝置及設備	3至6年
汽車	4年

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額(附註2.7)。

出售之盈虧取決於銷售所得款項與賬面數額之比較，並於綜合收益表入賬。

#### 2.7 非財務資產的減值

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

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## 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

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.

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.

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, inventories), 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 inventories.

### 2 主要會計政策(續)

#### 2.8 衍生金融工具及對沖活動

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

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。

對沖儲備變動載於綜合權益轉變報表中的其他綜合收益。假若對沖衍生工具的公平價值餘下至到期日超過12個月，將會被分類為非流動資產或負債，但餘下至到期日少於12個月，則被分類為流動資產或負債。

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

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



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## 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)

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.

#### 2.9 Financial asset at fair value through profit and loss

Financial asset at fair value through profit and loss represented the call and put options. The financial asset 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 主要會計政策(續)

#### 2.8 衍生金融工具及對沖活動(續)

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

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

#### 2.9 按公平值透過損益記賬的金融資產

按公平值透過損益記賬的金融資產指認購及認沽權。金融資產初步按於期權訂立日的公平值確認，其後按公平值重新計量。公平值變動的盈利或虧損在綜合收益表確認。

#### 2.10 存貨

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

#### 2.11 應收賬項

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

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 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.

#### 2.13 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 Trade 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)

#### 2.12 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。

#### 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 應付貿易賬項

應付賬項初步以公平值確認，其後利用實際利息法按攤銷成本計量。

#### 2.15 當期及遞延所得稅

本期間的稅項支出包括當期和遞延稅項。稅項在綜合收益表內確認，但與其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

##### (a) 當期所得稅

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

##### (b) 遞延所得稅

###### *內在差異*

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

遞延所得稅資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

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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 an 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. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and associates only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

#### (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.

### 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。一般而言，本集團無法控制聯營公司的短暫時差的撥回。只有當有協議賦予本集團有能力控制於可預見未來的短暫時差的撥回及有關因聯營公司未分配利潤所產生的短暫時差之遞延所得稅負債時才不予確認。

本集團就於附屬公司及聯營之投資所產生可扣減短暫時差確認遞延所得稅資產，惟以短暫時差可能於未來轉回以及有足夠應課稅溢利可予以運用短暫時差者為限。

#### (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。

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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

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.

##### *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.

### 2 主要會計政策(續)

#### 2.16 僱員福利(續)

##### (c) 退休金計劃

本集團設有下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。

##### *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。市政府承擔向已退休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。

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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)

##### (d) Long service payments (Continued)

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.

#### 2.17 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. Provisions 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 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.

### 2 主要會計政策(續)

#### 2.16 僱員福利(續)

##### (d) 長期服務金(續)

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扣除或計入。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。

#### 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

收入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。收入在扣除增值稅、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。

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.18 Revenue recognition (Continued)

##### (b) Interest income

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

##### (c) Rental income

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

##### (d) Management fee and commission income

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

#### 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, where appropriate.

### 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 and United States dollars. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

### 2 主要會計政策(續)

#### 2.18 收入確認(續)

##### (b) 利息收益

利息收益乃按時間比例使用實際利率法確認。

##### (c) 租金收益

租金收益乃利用直線攤銷法在租賃合同期內確認。

##### (d) 管理費及佣金收益

管理費及佣金收益在提供服務時按該會計期間確認。

#### 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(視乎情況而定)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盡量減低對本集團財務表現的潛在不利影響。本集團的政策是不作投機性的衍生工具交易。

##### (i) 外匯風險

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

# JOYCE

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

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (i) Foreign exchange risk (Continued)

At 31 March 2017, if Euro had weakened/strengthened by 5% against Hong Kong dollars with all other variables held constant, post-tax loss for the year would have been approximately HK\$1,031,000 lower/higher (2016: HK\$806,000 lower/higher) mainly as a result of foreign exchange gains/losses on settlement of purchases.

At 31 March 2017, if Euro had weakened/strengthened by 5% against Renminbi with all other variables held constant, post-tax loss for the year would have been approximately HK\$111,000 lower/higher (2016: HK\$152,000 lower/higher) mainly as a result of foreign exchange gains/losses on settlement of purchases.

The Group considers the risk of movements in exchange rates between Hong Kong dollars and United States dollars to be insignificant as Hong Kong dollars and United States dollars 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.

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.

### 3 金融風險管理(續)

#### 3.1 金融風險因素(續)

##### (i) 外匯風險(續)

於二〇一七年三月三十一日，倘歐元兌港幣貶值/升值5%，而所有其他因素維持不變，則除稅後虧損將減少/增加港幣1,031,000元(二〇一六年：減少/增加港幣806,000元)，主要因為結算採購所產生的匯兌收益/虧損。

於二〇一七年三月三十一日，倘歐元兌人民幣貶值/升值5%，而所有其他因素維持不變，則除稅後虧損將減少/增加港幣111,000元(二〇一六年：減少/增加港幣152,000元)，主要因為結算採購所產生的匯兌收益/虧損。

由於港元與美元掛勾，故本集團認為港元和美金的匯率變動輕微，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)。

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。

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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)

As at 31 March 2017, the financial assets of the Group that were exposed to credit risk and their maximum exposure were as follows:

		31 March 2017 二〇一七年三月三十一日		31 March 2016 二〇一六年三月三十一日	
		Carrying amount in statement of financial position 於財務狀況表之賬面值 HK\$'000 港幣千元	Maximum exposure to credit risk 須承受之最高信貸風險 HK\$'000 港幣千元	Carrying amount in statement of financial position 於財務狀況表之賬面值 HK\$'000 港幣千元	Maximum exposure to credit risk 須承受之最高信貸風險 HK\$'000 港幣千元
Financial assets:	財務資產：				
Cash and cash equivalents	現金及現金等值項目	323,942	322,906	301,667	300,951
Trade and other receivables	貿易及其他應收賬項	23,120	23,120	23,275	23,275
Deposits and other assets	訂金及其他資產	90,049	90,049	117,322	117,322

##### (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 2017 (2016: HK\$254,800,000). Borrowing facilities utilised as at 31 March 2017 amounted to approximately HK\$11,646,000 (2016: HK\$10,132,000). The banking facilities were secured by corporate guarantees from the Company.

### 3 金融風險管理(續)

#### 3.1 金融風險因素(續)

##### (ii) 信貸風險(續)

於二〇一七年三月三十一日，本集團須承受信貸風險之財務資產及有關財務資產之最高風險如下：

##### (iii) 流動資金風險

流動資金風險為資金未能應付到期債項之風險，因資產及負債之金額及年期錯配所致。審慎流動資金風險管理包括維持足夠的現金、由足額的已承諾信貸額提供可用的資金、及有能力結束市場倉位。本集團使用預測現金流分析管理信貸風險，方法為預測所需現金數額及監管本集團之營運資金，以確保能應付所有到期債項及已知資金需求。此外，銀行信貸已準備作或然用途。於二〇一七年三月三十一日，本集團之可動用借貸總額約為港幣254,800,000元(二〇一六年：港幣254,800,000元)。於二〇一七年三月三十一日，已動用的借貸總額約為港幣11,646,000元(二〇一六年：港幣10,132,000元)。銀行信貸以本公司之企業擔保作保證。



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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 contractual maturities of the Group's financial liabilities.

		Less than 1 year 一年以下		Over 1 year 一年以上	
		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Trade and bills payable	應付貿易賬項及應付票據	53,440	41,405	-	-
Other payables and accruals	其他應付賬項及應計項目	81,592	102,089	-	10,603
Amount due to an associate	應付聯營公司款項	3,746	1,921	-	-
Total	總額	138,778	145,415	-	10,603

##### (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 2017, if interest rates on the bank deposits had been 10 basis points (2016: 10 basis points) higher/lower with all other variables held constant, pre-tax loss for the year would have been HK\$323,000 lower/higher (2016: HK\$301,000 lower/higher), mainly as a result of higher/lower interest income on bank deposits. Apart from the bank deposits, the Group has no significant interest bearing assets or liabilities.

### 3 金融風險管理(續)

#### 3.1 金融風險因素(續)

##### (iii) 流動資金風險(續)

下表顯示本集團金融負債的合約到期日。

##### (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。在二〇一七年三月三十一日，假若銀行存款利率高出/低了10基點(二〇一六年：10基點)，而所有其他因素維持不變，則該年度的除稅前虧損應減少/增加港幣323,000元(二〇一六年：減少/增加港幣301,000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).

The following table presents the Group's financial assets and liabilities that were measured at fair value as at 31 March 2017.

		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	-	-	4,846	4,846

### 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持份者提供利益，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)

下表顯示本集團的財務資產及負債按二〇一七年三月三十一日計量的公平值。

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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 2016.

		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 Financial asset at fair value through profit or loss	資產 按公平值透過損益記賬的 金融資產	-	-	5,760	5,760

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. 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 in an associate. Fair market values of the equity interest 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 金融風險管理(續)

#### 3.3 公平值估計(續)

下表顯示本集團的財務資產及負債按二〇一六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。估值技術盡量利用可觀察市場數據，盡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。認購及認沽期權淨公平值之計量採用了二項式模型，此模型需要評估聯營公司的股權的公平市場價值。聯營公司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、貿易及其他應收賬項、訂金及其他資產，而金融負債包括應付貿易賬項及應付票據、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。

# JOYCE

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

### 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.

#### (a) 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.

#### (b) Estimated impairment of property, plant and equipment

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgments and estimates.

### 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。

#### (a) 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全年的存貨賬面值及存貨撥備。

#### (b) 物業、廠房及設備的估計減值

倘出現事件或情況變動顯示物業、廠房及設備的賬面值可能無法收回，則須進行減值檢討。可收回數額乃根據使用值計算或按公平值減銷售成本而釐定。該等計算須運用判斷及估計。

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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)

#### (b) Estimated impairment of property, plant and equipment (Continued)

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; (iii) the selection of the most appropriate valuation technique, e.g. the market approach, the income approach, as well as a combination of approaches, including the adjusted net asset method; and (iv) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the income statement.

#### (c) Income taxes

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the 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.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

### 4 關鍵會計估計及判斷(續)

#### (b) 物業、廠房及設備的估計減值(續)

釐定資產減值須運用管理層判斷，尤其為釐定：(i)是否已出現顯示有關資產值可能無法收回的事件；及(ii)收回數額(即公平值減出售成本後的數額及估計繼續在業務中使用資產所帶來的未來現金流量現值淨額二者的較高者)可否支持資產賬面值；(iii)選擇最合適的評估方式，例如市場途徑、收益途徑、以及組合途徑，包括調整後的淨資產法；及(iv)現金流量預測所用的適當主要假設，包括該等現金流量是否以適當利率折現。管理層所挑選用作評估減值的假設(包括折現率或現金流量預測所用的增長率假設)若有變化，可能會對減值測試所用的現值淨額帶來重大影響，從而影響本集團財務狀況及經營業績。若預計表現及有關未來現金流量預測出現重大不利變動，則可能須在收益表中扣除減值或進一步減值開支。

#### (c) 所得稅

本集團需要在香港及中國繳納所得稅。在釐定所得稅撥備時，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。

與若干暫時差異及稅項虧損有關之遞延所得稅資產按管理層認為未來有可能出現應課稅溢利可用作抵銷該等暫時差異或稅項虧損而確認。當預期之金額與原定估計有差異時，則該差異將會於估計改變之期間內影響遞延所得稅資產之確認及所得稅費用。

# JOYCE

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

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (d) Fair value of financial asset at fair value through profit or loss

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

### 5 REVENUE AND SEGMENT INFORMATION

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

### 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 收入及分部資料

本集團主要從事名牌時裝、化妝品及配飾銷售。年內收入確認如下：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Sale of goods	貨品銷售	954,368	1,179,393

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

集團已根據經管理層審議並用於制訂策略性決策的報告釐定經營分部。

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

分部虧損指各分部所受損失未計融資費用、稅項及所佔聯營公司虧損。並以此計量基準向管理層匯報以作資源分配及評估分部表現之用。

# JOYCE

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

5 REVENUE AND SEGMENT INFORMATION (Continued)  
An analysis of the Group's reportable segment revenue and operating loss by geographical location is as follows:

5 收入及分部資料(續)  
茲將本集團是年內按地域分部而劃分的收入及營業虧損列述如下：

		2017 二〇一七年			
		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
Revenue	收入	817,002	130,242	7,124	954,368
Operating loss	營業虧損	(31,778)	(3,674)	(3,387)	(38,839)
Finance costs	融資成本				(9)
Share of loss of an associate	所佔聯營公司虧損				(1,514)
Loss before income tax	除稅前虧損				(40,362)
Income tax expense	所得稅費用				(1,492)
Loss attributable to owners of the Company	公司股東應佔虧損				(41,854)
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	32,834	8,197	55	41,086
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	18,619	6,377	631	25,627
Segment impairment charge of property, plant and equipment	分部物業、廠房及設備減值	221	1,868	-	2,089
Segment (reversal of provision for)/ provision for inventories	分部存貨(撥備回撥)/撥備	(8,835)	(308)	438	(8,705)
Segment reversal of provision for onerous contract	分部虧損性合約之撥備回撥	-	(6,237)	-	(6,237)

Note that all the revenue is to external customers.

所有收入均源於外界客戶。

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

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

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

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：

		2017 二〇一七年			
		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	593,139	83,524	12,084	688,747
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				7,290
Current income tax recoverable	本期所得稅抵免				3,671
Deferred income tax assets	遞延所得稅資產				7,161
Total assets	資產總額				706,869

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

5 REVENUE AND SEGMENT INFORMATION (Continued)  
An analysis of the Group's reportable segment liabilities by geographical location is as follows:

5 收入及分部資料(續)  
茲將本集團是年內按地域分部而劃分的有關報告分部負債列述如下：

		2017 二〇一七年			
		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	123,704	47,597	1,354	172,655
Unallocated:	未分配負債：				
Amount due to an associate	應付聯營公司款項				3,746
Deferred income tax liabilities	遞延所得稅負債				1,211
Total liabilities	負債總額				177,612

An analysis of the Group's reportable segment revenue and operating loss by geographical location during 2016 is as follows:

茲將本集團二〇一六年內按地域分部而劃分的收入及營業虧損列述如下：

		2016 二〇一六年			
		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
Revenue	收入	987,766	185,969	5,658	1,179,393
Operating loss	營業虧損	(28,002)	(47,071)	(3,787)	(78,860)
Finance costs	融資成本				(12)
Share of loss of an associate	所佔聯營公司虧損				(6,679)
Loss before income tax	除稅前虧損				(85,551)
Income tax credit	所得稅抵免				7,536
Loss attributable to owners of the Company	公司股東應佔虧損				(78,015)
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	30,722	2,444	3,086	36,252
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	18,740	23,265	362	42,367
Segment provision for inventories	分部存貨撥備	2,517	665	859	4,041
Segment provision for onerous contract	分部虧損性合約之撥備	-	14,144	-	14,144

Note that all the revenue is to external customers.

所有收入均源於外界客戶。



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

- 5 REVENUE AND SEGMENT INFORMATION (Continued)  
The management manages the assets from geographic location perspective. Assets of reportable segments exclude interest in an associate, current income tax recoverable and deferred income tax assets, of which are managed on a central basis. Liabilities of reportable segments exclude amount due to an associate, current and deferred income tax liabilities.

An analysis of the Group's reportable segment assets by geographical location during 2016 is as follows:

		2016 二〇一六年			
		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	646,054	88,856	11,040	745,950
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				8,797
Current income tax recoverable	本期所得稅抵免				6,845
Deferred income tax assets	遞延所得稅資產				9,233
Total assets	資產總額				770,825

An analysis of the Group's reportable segment liabilities by geographical location during 2016 is as follows:

		2016 二〇一六年			
		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	126,429	66,119	1,513	194,061
Unallocated:	未分配負債：				
Amount due to an associate	應付聯營公司款項				1,921
Current income tax liabilities	本期所得稅負債				760
Deferred income tax liabilities	遞延所得稅負債				1,336
Total liabilities	負債總額				198,078

- 5 收入及分部資料(續)  
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、本期所得稅抵免及遞延所得稅資產。有關報告分部的負債不包括應付聯營公司款項、本期及遞延所得稅債項。

茲將本集團二〇一六年內按地域分部而劃分的有關報告分部資產列述如下：

茲將本集團二〇一六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

### 6 OTHER INCOME

### 6 其他收益

		<b>2017</b> 二〇一七年 <b>HK\$'000</b> 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Interest income	利息收益	<b>816</b>	942
Management fee income	管理服務收益	<b>1,527</b>	1,667
Consignment commission	寄銷佣金	<b>627</b>	611
Rental income	租金收益	<b>33,182</b>	36,083
Store handover fee income	商店移交服務收益	<b>5,500</b>	-
Sample and sundry sales	樣辦及雜項銷售	<b>232</b>	29
		<b>41,884</b>	39,332

### 7 EXPENSES BY NATURE

### 7 費用種類

		<b>2017</b> 二〇一七年 <b>HK\$'000</b> 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Cost of inventories	存貨成本	<b>498,577</b>	629,318
(Reversal of provision for)/provision for impairment of inventories	存貨(撥備回撥)/撥備	<b>(8,705)</b>	4,041
		<b>489,872</b>	633,359
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	<b>25,627</b>	42,367
Impairment charge on property, plant and equipment (Note 14)	物業、廠房及設備減值(附註14)	<b>2,089</b>	-
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	<b>251,685</b>	289,442
- contingent rents	- 或然租金	<b>26,657</b>	29,921
Auditor's remuneration	核數師酬金	<b>1,157</b>	1,500
Loss/(gain) on disposals of property, plant and equipment	出售物業、廠房及設備虧損/(盈利)	<b>494</b>	(230)
Net exchange (gains)/losses	匯兌(盈利)/虧損淨額	<b>(2,631)</b>	1,193
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	<b>145,529</b>	161,357
Pension costs - defined contribution schemes	退休金成本-界定供款計劃	<b>8,997</b>	11,792
		<b>154,526</b>	173,149
Other expenses	其他費用	<b>90,938</b>	113,488
		<b>1,040,414</b>	1,284,189

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

### 8 OTHER GAINS/(LOSSES), NET

### 8 其他淨盈利/(虧損)

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Fair value (loss)/gain on financial asset at fair value through profit or loss (Note 18)	按公平值透過損益記賬的金融資產之公平值(虧損)/盈利(附註18)	(914)	748
Reversal of provision for/(provision for) onerous contract	虧損性合約之撥備回撥/(撥備)	6,237	(14,144)
		<b>5,323</b>	<b>(13,396)</b>

### 9 FINANCE COSTS

### 9 融資成本

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Interest on bank overdrafts	銀行貸款透支的利息	9	12

### 10 BENEFITS AND INTERESTS OF DIRECTORS AND SENIOR MANAGEMENT

### 10 董事及高級管理人員利益及權益

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

Pursuant to section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefit of Directors) Regulation (Cap. 622G) and the Listing Rules, the emoluments paid or payable to every Director and the Chief Executive for the year ended 31 March 2017 are as follows:

#### (a) 董事及行政總裁酬金

根據香港公司條例(第622章)第383條,公司(披露董事利益資料)規例(第622G章)及上市規則,截至二〇一七年三月三十一日止年度內各董事及行政總裁的酬金詳列如下:

Name	Fee	Salaries, allowances and benefits in kind	Discretionary bonuses and/or performance-related bonuses	Pension scheme contributions	2017 Total
名稱	袍金 HK\$'000 港幣千元	薪金、津貼及實物福利 HK\$'000 港幣千元	非硬性及/或按業績而定的花紅 HK\$'000 港幣千元	退休金計劃供款 HK\$'000 港幣千元	二〇一七年總額 HK\$'000 港幣千元
<b>Director</b>					
Mr. Antonio Chan#	55	-	-	-	55
Mr. Lo Kai Kin#	45	-	-	-	45
Mr. Ng Tze Yuen#	45	-	-	-	45
<b>Chief executive</b>					
Mr. Andrew D.F. Keith	-	1,362	520	104	1,986

# An independent non-executive director

# 獨立非執行董事

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

### 10 BENEFITS AND INTERESTS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

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

The emoluments of every director and the chief executive for the year ended 31 March 2016 are set out below:

Name	Fee	Salaries, allowances and benefits in kind	Discretionary bonuses and/or performance-related bonuses 非硬性及/或按業績而定的花紅	Pension scheme contributions	2016 Total
名稱	袍金 HK\$'000 港幣千元	薪金、津貼及實物福利 HK\$'000 港幣千元		退休金計劃供款 HK\$'000 港幣千元	二〇一六年總額 HK\$'000 港幣千元
<b>Director</b> Mr. Antonio Chan <sup>#</sup>					
<b>董事</b> 陳思孝先生 <sup>#</sup>	-	45	-	-	45
<b>Chief executive</b> Mr. Andrew D.F. Keith					
<b>行政總裁</b> Andrew D.F. Keith先生	-	1,362	1,857	104	3,323

<sup>#</sup> An independent non-executive director

Except for the directors as disclosed above, no other directors of the Company received any fees or other emoluments from the Group for the years ended 31 March 2016 and 2017.

#### (b) Directors' retirement benefits

During the year, no retirement benefits were paid to or receivable by the Directors in respect of their services as Directors of the Company and its subsidiaries or other services in connection with the management of the affairs of the Company or its subsidiary undertaking through defined benefit pension plans (2016: Nil).

#### (c) Directors' termination benefits

During the year, no payments or benefits in respect of termination of Directors' services were paid or made, directly or indirectly, to the Directors; nor are any payable (2016: Nil).

### 10 董事及高級管理人員利益及權益(續)

#### (a) 董事及行政總裁酬金(續)

截至二〇一六年三月三十一日止年度內各董事及行政總裁的酬金詳列如下：

Name	Fee	Salaries, allowances and benefits in kind	Discretionary bonuses and/or performance-related bonuses 非硬性及/或按業績而定的花紅	Pension scheme contributions	2016 Total
名稱	袍金 HK\$'000 港幣千元	薪金、津貼及實物福利 HK\$'000 港幣千元		退休金計劃供款 HK\$'000 港幣千元	二〇一六年總額 HK\$'000 港幣千元
<b>Director</b> Mr. Antonio Chan <sup>#</sup>					
<b>董事</b> 陳思孝先生 <sup>#</sup>	-	45	-	-	45
<b>Chief executive</b> Mr. Andrew D.F. Keith					
<b>行政總裁</b> Andrew D.F. Keith先生	-	1,362	1,857	104	3,323

<sup>#</sup> 獨立非執行董事

截至二〇一六年及二〇一七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自本集團收取任何酬金。

#### (b) 董事的退休利益

年內沒有從定額福利退休金計劃中向本公司董事就其為本公司及其附屬公司提供董事服務或其在管理本公司或其附屬企業之事務有關連之其他服務繳付退休利益(二〇一六年：無)。

#### (c) 董事終止服務的利息

年內沒有就終止服務向董事直接或間接繳付或給予付款或利益(二〇一六年：無)。

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

### 10 BENEFITS AND INTERESTS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### (d) Consideration provided to third parties for making available Directors' services

During the year, no consideration was provided to or receivable by third parties for making available Directors' services (2016: Nil).

#### (e) Information about loans, quasi-loans and other dealings in favor of Directors, controlled bodies corporate by and connected entities with such Directors

During the year, there are no loans, quasi-loans or other dealings in favor of the Directors, their controlled body corporates and connected entities (2016: Nil).

#### (f) Directors' material interests in transactions, arrangements or contracts

Except for those disclosed in Note 26 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group 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 year or at any time during the year (2016: Nil).

#### (g) Five highest paid employees

The five employees whose emoluments were the highest in the Group for the year include no directors (2016: Nil), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2016: 5) highest paid employees during the year are as follows:

### 10 董事及高級管理人員利益及權益(續)

#### (d) 就獲提供董事服務而給予第三者的代價

年內沒有就獲提供董事服務而給予第三者的代價(二〇一六年：無)。

#### (e) 關於向董事、受控制的法人團體及與該等董事有關連之實體作出的貸款及類似貸款，以及惠及該等人士的其他交易的資料

年內沒有惠及董事、受該等董事控制的法人團體及有關連之實體作出的貸款及類似貸款，以及惠及該等人士的其他交易(二〇一六年：無)。

#### (f) 董事在交易、安排及合約中具有具相當分量的利害關係

除在財務報表之附註26所披露者外，於年末或年內任何時間，概無本集團為訂約方及本公司董事直接或間接於其中擁有重大權益的有關本集團業務之重大交易、安排或合約(二〇一六年：無)。

#### (g) 五名最高薪酬僱員

年內五名最高薪酬之僱員並無董事(二〇一六年：無)，其酬金詳情已載於上文附註10(a)。五名(二〇一六年：五名)最高薪酬僱員之酬金如下：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	9,442	10,090
Discretionary bonuses and/or performance-related bonuses	非硬性及／或按業績而定的花紅	1,428	3,896
Pension scheme contributions	退休金計劃供款	474	433
		<b>11,344</b>	14,419

# JOYCE

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

10 BENEFITS AND INTERESTS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

**(g) Five highest paid employees** (Continued)

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

10 董事及高級管理人員利益及權益(續)

**(g) 五名最高薪酬僱員**(續)

最高薪酬僱員之酬金級別如下：

		Number of employees 僱員人數	
		2017 二〇一七年	2016 二〇一六年
Bands	級別		
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	1	-
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
		<b>5</b>	<b>5</b>

**(h) The chief executive remuneration by band**

The emoluments fell within the following bands:

**(h) 行政總裁之酬金級別**

酬金級別如下：

		Number of individual 僱員人數	
		2017 二〇一七年	2016 二〇一六年
Bands	級別		
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	-	1
		<b>1</b>	<b>1</b>

11 INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax has not been provided as the Group has no estimated assessable profit for the year ended 31 March 2017 (2016: Nil).

No provision for overseas profits tax has been made as the Group has no estimated overseas assessable profit (2016: Nil).

11 所得稅費用/(抵免)

由於本集團並無估計應課稅利潤，因此在二〇一七年三月三十一日止年度並無就香港利得稅作出任何撥備(二〇一六年：無)。

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(二〇一六年：無)。

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

### 11 INCOME TAX EXPENSE/(CREDIT) (Continued)

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

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
- Current income tax	- 本期所得稅	-	-
- Over-provision in prior years	- 以往全年撥備的高估	(455)	(7,487)
Deferred income tax (Note 24)	遞延所得稅(附註24)	1,947	(49)
		<b>1,492</b>	(7,536)

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

### 11 所得稅費用/(抵免)(續)

(a) 從綜合收益表內扣除/(抵免)的稅項金額為：

(b) 本集團有關除稅前虧損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：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Loss before income tax	除稅前虧損	(40,362)	(85,551)
Calculated at a taxation rate of 16.5% (2016: 16.5%)	按16.5%稅率計算之稅項 (二〇一六年：16.5%)	(6,660)	(14,116)
Effect of different taxation rate in other jurisdictions	其他司法區不同稅率之影響	(316)	(3,861)
Effect of share of loss of an associate	所佔聯營公司虧損之影響	250	1,102
Expenses not deductible for taxation purpose	不可扣稅之支出	557	3,720
Income not subject to tax	無須課稅之收入	(1,845)	(1,911)
Effect of tax losses and temporary difference not recognised	未確認應課稅虧損及短暫時差之影響	9,961	23,545
Utilisation of unrecognised tax losses of previous years	使用前年度未有確認之應課稅虧損	-	(1,177)
Recognition of previously unrecognised temporary differences	確認早前未確認之短暫差距	-	(34)
Recognition of previously unrecognised tax loss	確認早前未確認之應課稅虧損	-	(7,317)
Over-provision in prior years	以往年度撥備的高估	(455)	(7,487)
Income tax expense/(credit)	所得稅費用/(抵免)	<b>1,492</b>	(7,536)

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

### 12 DIVIDENDS

No dividends were paid during the year ended 31 March 2017. The final dividends of year ended 31 March 2015 was paid during the year ended 31 March 2016 were approximately HK\$32,480,000.

### 12 股息

截至二〇一七年三月三十一日年度止期間沒有派發股息。截至二〇一六年三月三十一日年度止期間派發的截至二〇一五年三月三十一日年度止期間之末期股息大約為港幣32,480,000元。

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
No interim dividend proposed (2016: Nil)	不建議派發中期股息(二〇一六年：無)	-	-
No final dividend proposed (2016: Nil)	不建議派發末期股息(二〇一六年：無)	-	-
		-	-

The Board has resolved not to declare any dividend for the year ended 31 March 2017 (2016: Nil).

董事已議決就截至二〇一七年三月三十一日止年度宣佈不派發任何股息(二〇一六年：無)。

### 13 LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company for the year of HK\$41,854,000 (2016: loss of HK\$78,015,000) and the weighted average number of ordinary shares of 1,624,000,000 (2016: 1,624,000,000) shares in issue during the year.

### 13 每股虧損

每股基本虧損乃按是年公司股東應佔虧損港幣41,854,000元(二〇一六年：港幣78,015,000元)及是年內一直皆已發行的1,624,000,000股(二〇一六年：1,624,000,000股)普通股加權平均數而計算。

Diluted loss per share was equal to basic loss per share as there was no dilutive potential share outstanding for each of the year ended 31 March 2017 and 2016.

由於本公司截至二〇一七年及二〇一六年三月三十一日止年度內並無潛在可攤薄股份，因此每股攤薄虧損相等於每股基本虧損。



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

### 14 PROPERTY, PLANT AND EQUIPMENT

### 14 物業、廠房及設備

		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 2016	二〇一六年三月三十一日				
Opening net book value	期初賬面淨值	47,016	12,456	-	59,472
Additions	添置	24,707	11,545	-	36,252
Disposals/write-off	出售/撇銷	(3,004)	(21)	-	(3,025)
Depreciation (Note 7)	折舊(附註7)	(34,828)	(7,539)	-	(42,367)
Exchange differences	匯兌差額	45	(50)	-	(5)
Closing net book value	期終賬面淨值	33,936	16,391	-	50,327
At 31 March 2016	二〇一六年三月三十一日				
Cost	成本	185,056	104,343	1,220	290,619
Accumulated depreciation and impairment	累計折舊及減值	(151,120)	(87,952)	(1,220)	(240,292)
Net book value	賬面淨值	33,936	16,391	-	50,327
Year ended 31 March 2017	二〇一七年三月三十一日				
Opening net book value	期初賬面淨值	<b>33,936</b>	<b>16,391</b>	-	<b>50,327</b>
Additions	添置	<b>28,723</b>	<b>12,363</b>	-	<b>41,086</b>
Disposals/write-off	出售/撇銷	<b>(1,428)</b>	<b>(606)</b>	-	<b>(2,034)</b>
Depreciation (Note 7)	折舊(附註7)	<b>(19,042)</b>	<b>(6,585)</b>	-	<b>(25,627)</b>
Impairment charge (Note 7)	減值(附註7)	<b>(2,056)</b>	<b>(33)</b>	-	<b>(2,089)</b>
Exchange differences	匯兌差額	<b>(289)</b>	<b>(69)</b>	-	<b>(358)</b>
Closing net book value	期終賬面淨值	<b>39,844</b>	<b>21,461</b>	-	<b>61,305</b>
At 31 March 2017	二〇一七年三月三十一日				
Cost	成本	<b>173,533</b>	<b>109,160</b>	<b>1,220</b>	<b>283,913</b>
Accumulated depreciation and impairment	累計折舊及減值	<b>(133,689)</b>	<b>(87,699)</b>	<b>(1,220)</b>	<b>(222,608)</b>
Net book value	賬面淨值	<b>39,844</b>	<b>21,461</b>	-	<b>61,305</b>

Depreciation expenses of approximately HK\$21,520,000 (2016: HK\$37,852,000) has been charged in "direct costs and operating expenses" and HK\$4,107,000 (2016: HK\$4,515,000) in "administration expenses" respectively.

折舊費用其中港幣21,520,000元(二〇一六年: 港幣37,852,000元)在「直接成本及營業費用」中支銷, 港幣4,107,000元(二〇一六年: 4,515,000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 DEPOSITS, PREPAYMENTS AND OTHER ASSETS

### 15 訂金、預付費用及其他資產

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Deposits	訂金	89,948	106,263
Prepayments	預付費用	2,298	4,870
Other assets	其他資產	101	11,059
		<b>92,347</b>	122,192
Less: Current portion	減：本期部分	<b>(27,425)</b>	(59,437)
Non-current portion	長期部分	<b>64,922</b>	62,755

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

訂金、預付費用及其他資產之賬面值與其公平值大致相符。

### 16 TRADE AND OTHER RECEIVABLES

### 16 貿易及其他應收賬項

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Trade receivables	貿易應收賬項	18,747	18,899
Other receivables	其他應收賬項	4,373	4,376
		<b>23,120</b>	23,275

Included in trade and other receivables are trade receivables with an ageing analysis based on invoice date at 31 March 2017 as follows:

於二〇一七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根據發票日期的分析列述如下：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Within 30 days	三十日內	18,234	17,272
Between 31 to 60 days	三十一日至六十日	83	1,617
Between 61 to 90 days	六十一日至九十日	249	10
Over 90 days	九十日以上	181	-
		<b>18,747</b>	18,899

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：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Hong Kong dollars	港元	13,485	16,337
Others	其他	5,262	2,562
		<b>18,747</b>	18,899

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

- 16 TRADE AND OTHER RECEIVABLES (Continued)  
The Group has established credit policies and the general credit terms allowed range from 0 to 60 days.

As at 31 March 2017, trade receivables of HK\$18,747,000 (2016: HK\$18,899,000) were fully performing. At 31 March 2017, trade receivables of HK\$430,000 (2016: HK\$10,000) 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:

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Between 61 to 90 days	六十一日至九十日	249	10
Over 90 days	九十日以上	181	-
		<b>430</b>	10

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\$5,462,000 (2016: HK\$5,733,000) being amounts due from fellow subsidiaries. The amounts are unsecured, interest free and repayable in accordance to the Group's established credit policies.

- 16 貿易及其他應收賬項(續)  
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。

於二〇一七年三月三十一日，貿易應收款港幣18,747,000元(二〇一六年：港幣18,899,000元)皆能收回。於二〇一七年三月三十一日，貿易應收款港幣430,000元(二〇一六年：港幣10,000元)經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄的獨立客戶。此等貿易應收款的賬齡分析如下：

貿易及其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。

包括在貿易應收賬項中的港幣5,462,000元(二〇一六年：港幣5,733,000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。

- 17 INTEREST IN AN ASSOCIATE

- 17 於聯營公司的權益

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
At beginning of the year	於年初	8,797	16,950
Share of loss of an associate	所佔聯營公司虧損	(1,514)	(6,679)
Dividend received	已收股息	-	(1,454)
Exchange differences	匯兌差額	7	(20)
At end of the year	於年末	<b>7,290</b>	8,797

At 31 March 2017, the particulars of the associate are as follows:

於二〇一七年三月三十一日，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

- 17 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 statement of financial position

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Current assets	流動資產	43,323	42,317
Current liabilities	流動負債	(34,204)	(36,634)
Non-current assets	非流動資產	5,759	12,271
Net assets	資產淨值	14,878	17,954

- 17 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。

### 摘要財務狀況表

### Summarised income statement

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Income	收益	102,891	107,559
Expense	支出	(104,993)	(120,570)
Loss before income tax	除稅前虧損	(2,102)	(13,011)
Income tax expense	所得稅費用	(988)	(620)
Loss after income tax	除稅後虧損	(3,090)	(13,631)
Proportionate interest in an associate's operating lease commitments	按比例應佔聯營公司經營租賃承擔	9,922	16,054

### 摘要收益表

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

摘要財務資料與於聯營公司的權益賬面值之對賬。

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Net assets	資產淨值	14,878	17,954
Interest in an associate (49%)	於聯營公司的權益(49%)	7,290	8,797

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

截至財務狀況表的結算日，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。

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

應付聯營公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

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

18 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS  
The financial asset 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 an associate. Valuations of these options were performed by an independent professional qualified valuer, Vigers Appraisal & Consulting Limited.

18 按公平值透過損益記賬的金融資產  
按公平值透過損益記賬的金融資產乃指集團所持有的聯營公司百分之四十九股權之認購及認沽期權公平值淨值。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作出評估。

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
At beginning of the year	於年初	5,760	5,012
Fair value (loss)/gain on financial asset at fair value through profit or loss (Note 8)	按公平值透過損益記賬的金融資產之公平值(虧損)/盈利(附註8)	(914)	748
At end of the year	於年末	4,846	5,760

19 CASH AND CASH EQUIVALENTS

19 現金及現金等值項目

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及庫存現金	204,915	183,333
Short-term bank deposits	短期銀行存款	119,027	118,334
		<b>323,942</b>	301,667

The effective interest rate on short-term bank deposits was 0.6% (2016: 0.6%) per annum; these deposits have average maturities of 59 days (2016: 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每年0.6厘(二〇一六年：0.6厘)；此等存款的平均到期日為59天(二〇一六年：90天)。本集團的銀行結存及現金以下列貨幣為單位：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Hong Kong dollars	港元	144,161	137,227
United States dollars	美元	154,793	153,991
Renminbi	人民幣	18,641	7,255
Others	其他	6,347	3,194
		<b>323,942</b>	301,667

# JOYCE

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

### 20 OTHER PAYABLES AND ACCRUALS

### 20 其他應付賬項及應計項目

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Provision for reinstatement costs	物業復原之撥備	17,718	20,915
Unamortised rental incentive	未攤銷之租金優惠	14,371	15,590
Customer deposits	客戶訂金	13,626	7,897
Provision for long service payment	長期服務金之撥備	6,869	8,990
Other tax payables	其他應付稅項	9,825	9,927
Provision for onerous contract	虧損性合約之撥備	17,050	23,287
Others	其他	39,756	66,050
		<b>119,215</b>	152,656
Less: Current portion	減：本期部分	<b>(112,346)</b>	(133,063)
Non-current portion	長期部分	<b>6,869</b>	19,593

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

本集團的其他應付賬項及應計項目的賬面值以下列貨幣為單位：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Hong Kong dollars	港元	76,686	87,132
Renminbi	人民幣	41,232	64,133
Others	其他	1,297	1,391
		<b>119,215</b>	152,656

Included in other payables and accruals is HK\$4,574,000 (2016: HK\$31,000) being amounts due to related parties. The amounts are unsecured, interest free and repayable in accordance to the Group's established credit policies.

包括在其他應付賬項及應計項目中的港幣4,574,000元(二〇一六年：港幣31,000元)乃屬應付連繫人士款項。該款項乃無抵押、免息及按本集團既定的信貸政策還款。

### 21 TRADE AND BILLS PAYABLES

The ageing analysis of trade and bills payables at 31 March 2017 based on due date is as follows:

### 21 應付貿易賬項及應付票據

於二〇一七年三月三十一日的應付貿易賬項及應付票據的賬齡根據到期日分析列述如下：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Due within 30 days	三十日內到期	51,546	40,524
Due between 31 to 60 days	三十一日至六十日到期	1,894	864
Due between 61 to 90 days	六十一日至九十日到期	-	17
		<b>53,440</b>	41,405

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

21 TRADE AND BILLS PAYABLES (Continued)  
The carrying amounts of the Group's trade and bills payables are denominated in the following currencies:

21 應付貿易賬項及應付票據(續)  
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：

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Euro dollars	歐元	23,630	19,458
United States dollars	美元	17,330	9,763
Hong Kong dollars	港元	6,849	7,811
Japanese yen	日元	2,881	1,173
Others	其他	2,750	3,200
		<b>53,440</b>	41,405

22 SHARE CAPITAL

22 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元之普通股		
At beginning and end of the year	於期初及期末	<b>3,000,000,000</b>	<b>300,000</b>
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元之普通股		
At beginning and end of the year	於期初及期末	<b>1,624,000,000</b>	<b>162,400</b>

23 RESERVES

The reserves as at 31 March 2017 are analysed as follows:

23 儲備

於二〇一七年三月三十一日之儲備分析如下：

		Share premium 股份溢價 HK\$'000 港幣千元	Capital surplus 資本盈餘 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 港幣千元	Hedging reserve 對沖儲備 HK\$'000 港幣千元	Dividend 股息 HK\$'000 港幣千元	Retained earnings 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2015	二〇一五年四月一日結存	3,728	76	139,196	9,299	(6,141)	32,480	336,795	515,433
Loss attributable to owners of the Company	公司股東應佔虧損	-	-	-	-	-	-	(78,015)	(78,015)
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	(712)	-	-	-	(712)
- Associate	- 聯營公司	-	-	-	(20)	-	-	-	(20)
Cash flow hedges:	現金流動對沖：								
- Fair value changes on cash flow hedge	- 現金流動對沖之公平值變動	-	-	-	-	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	-	-	-	-	-	(32,480)	-	(32,480)
At 31 March 2016	二〇一六年三月三十一日結存	3,728	76	139,196	8,567	-	-	258,780	410,347
At 1 April 2016	二〇一六年四月一日結存	<b>3,728</b>	<b>76</b>	<b>139,196</b>	<b>8,567</b>	-	-	<b>258,780</b>	<b>410,347</b>
Loss attributable to owners of the Company	公司股東應佔虧損	-	-	-	-	-	-	(41,854)	(41,854)
Net translation differences on foreign operations	海外營運之匯兌淨差額：								
- Subsidiaries	- 附屬公司	-	-	-	(1,643)	-	-	-	(1,643)
- Associate	- 聯營公司	-	-	-	7	-	-	-	7
At 31 March 2017	二〇一七年三月三十一日結存	<b>3,728</b>	<b>76</b>	<b>139,196</b>	<b>6,931</b>	-	-	<b>216,926</b>	<b>366,857</b>

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

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

24 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.

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

24 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稅務機關，則可將遞延所得稅資產與負債互相抵銷。

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Deferred income tax assets	遞延所得稅資產		
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	7,161	9,233

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Deferred income tax liabilities	遞延所得稅負債		
Deferred income tax liabilities to be settled after more than 12 months	超過12個月後結算的遞延所得稅負債	(1,211)	(1,336)

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Deferred income tax assets	遞延所得稅資產		
At beginning of the year	於年初	7,897	9,610
(Charged)/credited to consolidated income statement (Note 11)	於綜合收益表(扣除)/計入(附註11)	(1,947)	49
Charged directly to other comprehensive income	在其他綜合收益中直接扣除	-	(1,762)
At end of the year	於年末	5,950	7,897



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

### 24 DEFERRED INCOME TAX (Continued)

The gross movements in deferred income tax assets and liabilities accounts before offsetting are as follows.

Deferred tax assets:

		Tax depreciation 稅項折舊 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2015	二〇一五年三月三十一日	5,559	2,307	1,787	9,653
(Charged)/credited to the consolidated income statement	於綜合收益表(扣除)/計入	(3,929)	5,280	(9)	1,342
Charged to other comprehensive income	在其他綜合收益中扣除	-	-	(1,762)	(1,762)
At 31 March 2016	二〇一六年三月三十一日	1,630	7,587	16	9,233
Charged to the consolidated income statement	於綜合收益表扣除	(438)	(1,611)	(7)	(2,056)
At 31 March 2017	二〇一七年三月三十一日	1,192	5,976	9	7,177

Deferred tax liabilities:

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
At beginning of the year	於年初	(1,336)	(43)
Credited/(charged) to the consolidated income statement	於綜合收益表計入/(扣除)	109	(1,293)
At end of the year	於年末	(1,227)	(1,336)

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

The Group has potential unrecognised tax losses of HK\$226,719,000 (2016: HK\$186,158,000) to carry forward against future taxable income, of which HK\$114,352,000 (2016: HK\$121,606,000) will expire within 5 years. There is no expiry period for other tax losses.

### 24 遞延所得稅(續)

遞延所得稅資產及負債在抵銷前的總變動如下：

遞延所得稅資產：

遞延所得稅負債：

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

本集團有港幣226,719,000元(二〇一六年：港幣186,158,000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114,352,000元(二〇一六年：港幣121,606,000元)的稅務虧損將於五年內屆滿。其他稅務虧損並無期限。

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

### 25 COMMITMENTS

#### (a) Operating lease commitments – as lessee

At 31 March 2017, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	219,340	244,448
Later than one year and not later than five years	第二至第五年內	434,828	444,779
Later than five years	五年以上	-	56,054
		<b>654,168</b>	745,281

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

有關與總收入掛勾的租賃合約支付責任並不計入未來最低租賃支出。

#### (b) Operating lease commitments – as lessor

At 31 March 2017, the Group had future aggregate minimum lease receipts under a non-cancellable operating lease as follows:

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	28,819	3,623
Later than one year and not later than five years	第二至第五年內	14,924	-
		<b>43,743</b>	3,623

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

關於隨承租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 statement of financial position but not yet incurred is as follows:

		2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 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	152	8,741

### 25 承擔

#### (a) 經營租賃承擔 – 承租者

於二〇一七年三月三十一日，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：

	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Land and buildings:		
Not later than one year	219,340	244,448
Later than one year and not later than five years	434,828	444,779
Later than five years	-	56,054
	<b>654,168</b>	745,281

有關與總收入掛勾的租賃合約支付責任並不計入未來最低租賃支出。

#### (b) 經營租賃承擔 – 出租者

於二〇一七年三月三十一日，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：

	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Land and buildings:		
Not later than one year	28,819	3,623
Later than one year and not later than five years	14,924	-
	<b>43,743</b>	3,623

關於隨承租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) 資本承擔

於財務狀況表的結算日但仍未產生的資本開支如下：

	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
Property, plant and equipment contracted but not provided for	152	8,741

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

### 26 RELATED PARTY TRANSACTIONS

The immediate holding company of the Group is JoyBo International Limited, a company incorporated in the British Virgin Islands. The ultimate holding company 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	<b>30,765</b>	35,996
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收益	<b>30,341</b>	33,164

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	<b>1,527</b>	1,667
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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.

### 26 與連繫人士的交易

本集團的直接控股公司為 JoyBo International Limited，於英屬處女群島成立之公司。本集團的最終控股公司為 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

	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
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Rental expenses paid to fellow subsidiaries	已支付予同系附屬公司的租金支出	<b>30,765</b>	35,996
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收益	<b>30,341</b>	33,164

附註：

以上關聯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

	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
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Management fee received from an associate	已收聯營公司的管理服務費用	<b>1,527</b>	1,667
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附註：

以上關聯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

27 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

27 本公司之財務狀況表

		Note 附註	2017 二〇一七年 HK\$'000 港幣千元	2016 二〇一六年 HK\$'000 港幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	所佔附屬公司權益	(a)	-	-
<b>Current assets</b>	<b>流動資產</b>			
Deposits, prepayments and other assets	訂金、預付費用及其他資產		56	31
Amounts due from subsidiaries	應收附屬公司款項		624,703	625,852
Current income tax recoverable	本期所得稅抵免		-	71
Cash and cash equivalents	現金及現金等值項目		366	82
			<b>625,125</b>	626,036
<b>Total assets</b>	<b>資產總額</b>		<b>625,125</b>	626,036
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>公司股東應佔權益</b>			
Share capital	股本		162,400	162,400
Reserves	儲備	(b)	462,466	463,386
			<b>624,866</b>	625,786
<b>LIABILITIES</b>	<b>負債</b>			
Other payables and accruals	其他應付賬項及應計項目		259	250
<b>Total liabilities</b>	<b>負債總額</b>		<b>259</b>	250
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>625,125</b>	626,036

The statement of financial position of the Company was approved by the Board of Directors on 16 June 2017 and was signed on its behalf.

本公司之財務狀況表已由董事會於二〇一七年六月十六日通過和代表簽署。

**Stephen T.H. Ng**  
Chairman  
吳天海  
主席

**Paul Y.C. Tsui**  
Director  
徐耀祥  
董事

# JOYCE

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

27 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

**(a) Interests in subsidiaries**

The list below gives the principal subsidiaries of the Company which are in the opinion of the directors, principally affect the results and net assets of the Group.

27 本公司之財務狀況表(續)

**(a) 所佔附屬公司權益**

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。

Name 公司名稱	Place of incorporation and kind of legal entity 註冊成立地方及法定實體類別	Place of operations 經營地方	Proportion held 所持股份百分比		Nominal value of issued and fully paid-up share capital/ registered capital 已發行及繳足股本/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%	-	US\$1,500 divided into 1,500 ordinary shares 1,500美元分為1,500股普通股	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%	HK\$3,677,785 divided into 1,000 ordinary shares 港幣3,677,785元分為1,000股普通股	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%	HK\$10,000 divided into 1,000 ordinary shares 港幣10,000元分為1,000股普通股	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%	HK\$10,000 divided into 10,000 ordinary shares 港幣10,000元分為10,000股普通股	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%	HK\$2 divided into 2 ordinary shares 港幣2元分為2股普通股	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 中華人民共和國	-	100%	RMB 20,000,000 人民幣20,000,000元	Designer fashion retailing & distribution 零售及經銷名牌時裝
JB Retail Limited	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	-	100%	HK\$1,000,000 divided into 1,000,000 ordinary shares 港幣1,000,000元分為1,000,000股普通股	Designer fashion retailing 零售名牌時裝
載思(澳門)一人有限公司	Macau, limited liability company 澳門，有限責任公司	Macau 澳門	-	100%	MOP25,000 澳門幣25,000元	Designer fashion retailing 零售名牌時裝
JB Assets Limited	Hong Kong, limited liability company 香港，有限責任公司	Hong Kong 香港	-	100%	HK\$10,000 divided into 1,000 ordinary shares 港幣10,000元分為1,000股普通股	Holder of trademarks and domain names 持有商標及域名

# JOYCE

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

27 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

**(b) Reserve movement of the Company**

27 本公司之財務狀況表(續)

**(b) 本公司之儲備變動**

		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 earnings 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2015	二〇一五年四月一日結存	3,728	159,375	32,480	304,634	500,217
Loss for the year	年度虧損	-	-	-	(4,351)	(4,351)
Dividend paid	已付股息	-	-	(32,480)	-	(32,480)
At 31 March 2016	二〇一六年 三月三十一日結存	3,728	159,375	-	300,283	463,386
At 1 April 2016	二〇一六年四月一日結存	3,728	159,375	-	300,283	463,386
Loss for the year	年度虧損	-	-	-	(920)	(920)
At 31 March 2017	二〇一七年 三月三十一日結存	3,728	159,375	-	299,363	462,466

# 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。

<b>RESULTS</b> 業績		<b>Year ended</b> <b>31st March</b> <b>2017</b> 二〇一七年 三月三十一日 年度止 <b>HK\$'000</b> 港幣千元	Year ended 31st March 2016 二〇一六年 三月三十一日 年度止 HK\$'000 港幣千元	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
REVENUE	收入	<b>954,368</b>	1,179,393	1,325,835	1,339,458	1,265,213
OPERATING (LOSS)/PROFIT	營業(虧損)/盈利	<b>(38,839)</b>	(78,860)	44,038	72,074	77,897
Finance costs	融資成本	<b>(9)</b>	(12)	(14)	(28)	(29)
Share of (loss)/ profit of an associate	所佔聯營公司 (虧損)/盈利	<b>(1,514)</b>	(6,679)	642	1,867	3,302
(LOSS)/PROFIT BEFORE INCOME TAX	除稅前(虧損)/盈利	<b>(40,362)</b>	(85,551)	44,666	73,913	81,170
Income tax (expense)/credit	所得稅(費用)/抵免	<b>(1,492)</b>	7,536	(11,591)	(12,237)	(16,865)
(LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY	公司股東應佔 (虧損)/盈利	<b>(41,854)</b>	(78,015)	33,075	61,676	64,305
Interim dividend	中期股息	-	-	32,480	56,840	56,840
Final proposed dividend	擬派發的末期股息	-	-	-	-	-
Total dividends	股息總額	-	-	32,480	56,840	56,840
<b>ASSETS AND LIABILITIES</b> 資產與負債		<b>As at</b> <b>31st March</b> <b>2017</b> 於 二〇一七年 三月三十一日 <b>HK\$'000</b> 港幣千元	As at 31st March 2016 於 二〇一六年 三月三十一日 HK\$'000 港幣千元	As at 31st March 2015 於 二〇一五年 三月三十一日 HK\$'000 港幣千元	As at 31st March 2014 於 二〇一四年 三月三十一日 HK\$'000 港幣千元	As at 31st March 2013 於 二〇一三年 三月三十一日 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	<b>61,305</b>	50,327	59,472	75,157	89,481
Deposits, prepayments and other assets	訂金、預付費用 及其他資產	<b>64,922</b>	62,755	65,566	60,325	64,915
Interest in an associate	於聯營公司權益	<b>7,290</b>	8,797	16,950	17,417	17,945
Financial asset at fair value through profit or loss	按公平值透過 損益記賬的金融資產	<b>4,846</b>	5,760	5,012	-	-
Deferred income tax assets	遞延所得稅資產	<b>7,161</b>	9,233	9,610	12,488	13,452
Current assets	流動資產	<b>561,345</b>	633,953	772,337	784,777	791,609
TOTAL ASSETS	總資產	<b>706,869</b>	770,825	928,947	950,164	977,402
Non-current liabilities	非流動負債	<b>(8,080)</b>	(20,929)	(11,339)	(9,135)	(16,645)
Current liabilities	流動負債	<b>(169,532)</b>	(177,149)	(239,775)	(232,144)	(262,182)
TOTAL LIABILITIES	總負債	<b>(177,612)</b>	(198,078)	(251,114)	(241,279)	(278,827)
NET ASSETS	資產淨值	<b>529,257</b>	572,747	677,833	708,885	698,575

