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JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2018/2019

二〇一八 / 二〇一九年年報

STOCK CODE 股份代號 : 647

# JOYCE

Nearly five 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

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

### PRINCIPAL OFFICE

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 54, 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 2.1% to HK\$842.4 million (2017/18: HK\$860.7 million) in an unfavourable trading environment, including escalation of the US-China trade conflict and consequent uncertainty in the markets.

Gross margin rose by 1.7 percentage points, mainly due to an improvement in full price sell-through and a relatively lower proportion of revenue contributed by the liquidation of aged stock.

Net loss attributable to owners of the Company totalled HK\$22.3 million for the year, compared with a loss of HK\$54.7 million in the previous year. Loss per share was 1.4 HK cents (2017/18: 3.4 HK cents).

Hong Kong division's operating loss narrowed to HK\$14.6 million, reflecting an improvement in shop productivity and reduced operating costs following the closure of underperforming shops.

Mainland China division achieved operating profit breakeven compared with a HK\$2.4 million loss in the previous year, mainly due to a 7.3% rise in revenue and improved margins.

The Group expects the near-term operating environment will be increasingly challenging in view of US-China economic and political tensions, slowing economic growth around the world and the weakening of renminbi. These factors can be expected to continue to dampen consumer sentiment and spending in the luxury retail sectors in Hong Kong and China. Moreover, competition from lower-priced online sellers, the relatively high rental levels for prime location stores and the risk of non-renewal of store leases on sustainable terms will increase pressure on the Group's operations and profitability.

Going forward, the Group will focus on driving comparable-store sales, improving customer engagement and customer experience, securing key vendor relationships and building the pipeline for brand development and innovation in all merchandise categories. In view of the unstable retail environment in the coming year, the Group will maintain its prudent approach to stock purchasing and business expansion.

### BUSINESS REVIEW

At the financial year-end, the Group operated a total of 34 shops (2018: 39). This portfolio comprised 21 shops in Hong Kong (including 3 multi-label JOYCE stores, one JOYCE concession corner in Lane Crawford at IFC, 6 mono-brand shops, 10 JOYCE Beauty shops and one JOYCE Warehouse outlet), and 6 shops in Mainland China (including 2 multi-label JOYCE stores, one mono-brand shop, 2 JOYCE Beauty shops and one JOYCE Warehouse outlet). In addition, the Group operated 7 Marni shops in Hong Kong under its 49%-held equity investment partnered with Marni Group S.r.l.

During the year under review, the Group focused on driving sales through enhanced product offerings and customer experience and managed to achieve an increase in comparable store sales. The decline in overall sales was partly due to the closure of shops. During the year, the Group closed 4 non-performing shops in Hong Kong and the Marni boutique in Taiwan, resulting in improved store productivity. Taking advantage of improved aged-stock liquidation in China, the Group closed one of its two JOYCE Warehouse outlets in China in order to further enhance operating cost efficiency.

The 49%-held equity investment partnered with Marni Group S.r.l. closed its remaining shop in Taiwan in August 2018 and going forward will dedicate its resources to the Hong Kong market.

#### 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 (2017/18: Nil).

The Board believes the Company is well positioned if and when market conditions improve. The Board remains grateful to the JOYCE team and to all Group stakeholders for their ongoing support.

**Stephen T. H. Ng**  
*Chairman*

Hong Kong, 6 June, 2019

# 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 2018/19 Results**

The Group recorded a net loss attributable to owners of the Company of HK\$22.3 million for the year ended 31 March 2019, compared with a net loss of HK\$54.7 million for the previous year. Loss per share was 1.4 HK cents (2017/18: 3.4 HK cents).

Group revenue declined by 2.1% to HK\$842.4 million (2017/18: HK\$860.7 million). However, gross margin improved by 1.7 percentage points mainly due to the increased level of full price sell-through.

Hong Kong division revenue dropped by 2.5% against the previous year and accounted for 88.3% of Group revenue (2017/18: 88.7%). Gross margin improved by 1.4 percentage points. Coupled with savings in operating overheads, Hong Kong operating loss narrowed to HK\$14.6 million for the year (2017/18: HK\$50.7 million).

Mainland China division revenue increased by 7.3% against last year, mainly due to an increase in comparable-store sales. Gross margin also increased by 5.7 percentage points due to a combination of a higher level of full price sell-through of current season stocks and the relatively lower proportion of revenue contributed by liquidation of aged stocks. As a result, Mainland China division managed to achieve an operating profit breakeven, compared to an operating loss of HK\$2.4 million in the previous year (which had included a HK\$5.8 million reversal of provision after reaching an out-of-court settlement with the landlord over the early termination of a lease).

For the year under review, the 49%-held equity investment partnered with Marni Group S.r.l. recorded a loss contribution of HK\$1.9 million (2017/18: profit of HK\$3.1 million) resulting from declines in sales and margin.

**(ii) Liquidity and Financial Resources**

At 31 March 2019, the Group's financial position remained liquid with total cash deposits and cash on hand amounting to HK\$349.4 million. No bank borrowings were outstanding at 31 March 2019.

**(iii) Foreign Exchange Risk Management**

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

**(iv) Finance**

At 31 March 2019, the Group had banking facilities totalling HK\$254.8 million (2018: HK\$254.8 million).

**(v) Dividend Policy**

Apart from compliance with the applicable legal requirements, the Company adopts a policy to set out key considerations for arriving at the dividend payment decision. Dividend payout will be decided or recommended by the Board after taking into account of the Group's immediate as well as expected prevailing financial performance, cash flow, financial position, capital commitments and future requirements as well as the general business and economic environments.

The Board will review this policy from time to time with reference to its future prospect, capital requirements and other changing circumstances both internally and externally.

# JOYCE

## OTHER CORPORATE INFORMATION

### (vi) Employees

The Group employed 363 staff as at 31 March 2019. 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 2019 amounted to HK\$143.7 million.

### (vii) 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. Hong Kong distribution accounts for approximately 88% of the Group's total annual revenue.

As at 31 March 2019, the Group's retail operations comprised a total of 34 outlets in Hong Kong and mainland China, including multi-label stores under the name JOYCE and JOYCE Warehouse, mono-brand boutiques including Marni shops in 49%-held equity investment partnered with Marni Group S.r.l. and shops under the name JOYCE Beauty.

The Board operates out of Hong Kong and 82% of the Group's 363 staff were located in Hong Kong.

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

### (viii) Business Strategy

With years of experience in store design, merchandising, marketing and customer relationship management, the Group continues to identify and promote less well-established designers and brands with 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 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.

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

### (i) Directors

#### **Stephen Tin Hoi NG, Chairman** (Age: 66)

Mr. Ng has been a non-executive Director of the Company since 2000 and became non-executive Chairman in November 2007. He also serves as chairman of Nomination Committee. Mr. Ng is currently deputy chairman of Wheelock and Company Limited ("Wheelock"), chairman and managing director of The Wharf (Holdings) Limited ("Wharf") and Wharf Real Estate Investment Company Limited ("Wharf REIC") and chairman of Harbour Centre Development Limited ("HCDL"), all being publicly listed companies in Hong Kong. He is also chairman of Wheelock Properties (Singapore) Limited ("WPSL"), formerly a publicly listed company in Singapore until October 2018. Furthermore, he formerly served as chairman and chief executive officer of i-CABLE Communications Limited ("i-CABLE") (publicly listed in Hong Kong) until his resignation in September 2017, as well as a non-executive director of Hotel Properties Limited (publicly listed in Singapore) until his resignation in December 2018.

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, graduated with a major in mathematics. He is chairman of Project *WeCan* Committee (Business-in-Community school project), a council member, vice chairman of general committee and member of executive committee of the Employers' Federation of Hong Kong and a council member of The Hong Kong General Chamber of Commerce.

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## OTHER CORPORATE INFORMATION

**Antonio CHAN, Director** (Age: 71)

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 chairman of Audit Committee, and a member of Remuneration Committee and Nomination Committee. 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 executive Pastor in a church in Australia. 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: 63)

Ms. Lee has been a Director of the Company since 2003. She is a vice chairman of Wharf and Wharf REIC, as well as chairman and senior managing director of Wharf Estates Limited and Wharf China Estates Limited, wholly-owned subsidiaries of Wharf REIC and Wharf respectively. She 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: 70)

Mr. Lo has been an INED of the Company since 1997. He also serves as 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: 71)

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: 72)

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, a vice chairman, executive director and group chief financial officer of Wharf and a vice chairman and executive director of Wharf REIC. Mr. Tsui joined Wheelock/Wharf group in 1996 and became a director of Wheelock in 1998. He is a vice chairman of Wheelock Properties Limited, a wholly-owned subsidiary of Wheelock. He formerly served as a non-executive director of i-CABLE until his resignation in September 2017, and a director of HCDL and WPSL until his resignations in August 2015. He is currently a general committee member of the Employers' Federation of Hong Kong and chairman of its "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: 49)

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 24 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 2019 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held by or deemed to be interested by any of them as at 31 March 2019.

### (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 2019, 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"):

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

*Notes:*

- (1) 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 2019, 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 2.20(c) to the Consolidated Financial Statements from pages 95 to 96, and Note 7 on page 116 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 2019 amounted to HK\$7.9 million after utilisation of forfeitures in the amount of HK\$0.1 million to reduce the Group's contributions.



# JOYCE

## OTHER CORPORATE INFORMATION

### (F) MAJOR CUSTOMERS & SUPPLIERS

For the financial year ended 31 March 2019:

- (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 2019.

### (J) INTEREST CAPITALISED

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

### (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 2019.

# JOYCE

## OTHER CORPORATE INFORMATION

### (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 9 February 2017 and 22 March 2018 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 9 February 2017 for a term of three years from 1 April 2017 to 31 March 2020 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 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\$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 2019 amounted to HK\$23.7 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 22 March 2018 for a term of three years from 1 April 2018 to 31 March 2021 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 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\$26.5 million for the financial year ended 31 March 2019.

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 2019 amounted to HK\$25.5 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.

- (III) Continuing Connected Transactions  
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.

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## OTHER CORPORATE INFORMATION

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "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 auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on page 9 of the Annual Report in accordance with paragraph 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

*Note:*

*Certain particulars of the related party transactions entered into by the Group during the financial year ended 31 March 2019 have been disclosed in Note 26 to the Consolidated Financial Statements on page 133. 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.*

## (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 an 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. A typical store lease runs for a duration of 3 to 5 years with no option for renewal on expiry. 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 pages 100 to 107.

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## CORPORATE GOVERNANCE REPORT

### (A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2019, all the code provisions set out in the Corporate Governance Code (the "CG Code") in Appendix 14 of the Listing Rules 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 2019.

### (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 2019. 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 Paul Y. C. Tsui	4/4 4/4	1/1 1/1
<i>Independent Non-executive Directors</i> Antonio Chan Eric K. K. Lo T. Y. Ng	4/4 4/4 4/4	0/1 1/1 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.

During the financial year ended 31 March 2019, the Chairman held a meeting with the Independent Non-executive Directors ("INED(s)") without the presence of other Directors.

- (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. 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.

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## CORPORATE GOVERNANCE REPORT

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.

The following table shows the diversity profile of the Board as at 31 March 2019:

Gender	Male:	83%
	Female:	17%
Age Group	61 to 65:	17%
	66 to 70:	33%
	≥71:	50%
Length of Service (No. of year)	≤ 5 years:	17%
	6 to 15 years:	17%
	16 to 20 years:	49%
	≥21 years:	17%
Ethnicity	Chinese:	100%
Directorship with other publicly listed companies (Beyond the Group) (No. of company)	0:	33.3%
	1 to 2:	33.3%
	≥3:	33.3%
Career Experience	Property development, accounting, religion, mall management, property investment, hospitality, logistics, communications and media	

### (III) Nomination Policy

The Company has adopted a formal Nomination Policy which sets out the approach in identifying, assessing and nominating suitable candidates to the Board. For an optimal composition of the Board with sustainability, the nomination will be in pursuit of a balance of skills, experience and diversity of perspectives in the Board appropriate to the requirements of the Company's business as well as succession continuity.

The criteria listed below will be used as reference in assessing the suitability of a proposed candidate:-

- Character and integrity
- Skills, knowledge and experience relevant to the Company's business and corporate strategy
- Willingness and availability to dedicate sufficient time and attention to ensure the diligent performance of duties in concurrence with his/her other major appointments and significant commitments
- Attributes enhancing the Board diversity in line with the Company's Board Diversity Policy
- Such other perspectives appropriate to the Company's business
- Requirements in respect of INEDs under the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines as set out in the Listing Rules

For appointment of new Director, the Nomination Committee as delegated by the Board shall identify and evaluate candidate based on the criteria set out above to determine whether the candidate is qualified for directorship. If the candidate is considered qualified, the Nomination Committee shall recommend to the Board for consideration and the Board, if considered appropriate, shall approve the appointment of the proposed candidate as a new Director.

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## CORPORATE GOVERNANCE REPORT

For re-election of Director at general meeting, the Nomination Committee as delegated by the Board shall review the contribution made by the retiring Director and whether he/she can continue to fulfill his/her role as required with reference to the criteria set out above. The Board shall then, under advice of the Nomination Committee, make recommendation to Shareholders for the proposed re-election of Director(s) at the general meeting.

For any candidate (other than a Retiring Director) nominated by the Board or Shareholder(s) to stand for election as a Director in a general meeting of the Company, the Nomination Committee shall, upon receipt of the proposal of nomination and the biographical information of the candidate, evaluate his/her suitability based on the same criteria as set out above. The Board, under advice of the Nomination Committee, may or may not make recommendation to Shareholders on their voting to the proposed election in the relevant announcement and/or circular to Shareholders.

#### (IV) 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 reports, annual reports 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. 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.

#### (V) Directors' Training

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

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

<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	A, 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.*

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### (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.

The Board, with support of the Nomination Committee, is responsible for developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of INEDs. A Nomination Policy was formally adopted (details provided above) which sets out the approach in identifying, assessing and nominating suitable candidates to the Company's board of directors.

All Directors, namely Mr. Stephen T. H. Ng, Mr. Paul Y. C. Tsui, Ms. Doreen Y. F. Lee, Mr. Antonio Chan, Mr. Eric K. K. Lo and Mr. T. Y. Ng ("Retiring Directors"), were appointed since the last annual general meeting. The Retiring Directors will retire at the annual general meeting (the "AGM") to be held on 15 August 2019, being eligible, offer themselves for re-election. The proposed re-election of the Retiring Directors was reviewed by the Nomination Committee and the Board with reference to the criteria set out in the Nomination Policy adopted by the Company. Both the Nomination Committee and the Board are of the view that each of the Retiring Directors could continue to fulfill his/her role as required. The election of each candidate will be done through a separate resolution and there is no cumulative voting in Director elections. Details with respect to the candidates standing for election as Directors are set out in the AGM circular to Shareholders.

### (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.

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.

Mr. Antonio Chan and Mr. Eric K. K. Lo have served as INEDs for more than nine years. With regard to their written annual confirmation received, the board is of the opinion that they remain independent, notwithstanding the length of their tenure. Both of them have confirmed to meet the criteria set out in the independence guideline of Rule 3.13 under the Listing Rules. They continue to demonstrate the attributes of INEDs and there is no evidence that their tenure has any impact on their independence. The Board believes that their profound knowledge and experience of the Group's business and their external experience continue to be of significant benefits to the Company, and that they remain independent.

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## CORPORATE GOVERNANCE REPORT

### (G) BOARD COMMITTEES

(l) Audit Committee

The Company has set up an Audit Committee comprising four members, namely Mr. Antonio Chan, Mr. Eric K. 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.

Four Audit Committee meetings were held during the financial year ended 31 March 2019. Attendance of the Audit Committee members is set out below:

Members	Attendance/ Number of Meetings
Antonio Chan ( <i>Chairman</i> )	4/4
Eric K. K. Lo	4/4
T. Y. Ng	4/4
Paul Y. C. Tsui	4/4

(i) The terms of reference of the 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, re-appointment 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.

**(B) Review of the Company's financial information**

- (a) to monitor integrity of financial statements of the Company and the Company's annual reports and accounts, half-year reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from audit;



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- (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 the 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 reports 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 reports;
- (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;
- (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;

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- (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 the 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 2019 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.
- (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 2019. 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

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## CORPORATE GOVERNANCE REPORT

- (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 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.
- (ii) The work performed by Remuneration Committee, which has the delegated authority and responsibility, for the financial year ended 31 March 2019 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.

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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 2019, no physical meeting of Nomination Committee was held and the recommendation of the Nomination Policy to the Board for adoption with effect from January 2019 was approved by way of resolutions in writing.

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 the Chairman of the Board and the chief executive.

### (IV) Corporate Governance Functions

While the Board is and remains to be principally responsible for the corporate governance functions of the Company, it has delegated the relevant duties to 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 17 under subsection "(I) Audit Committee" of section "(G) Board Committees" above.

## (H) AUDITOR'S REMUNERATION

The fees in relation to services for the financial year ended 31 March 2019, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to approximately HK\$0.9 million and HK\$0.2 million respectively.

## (I) RISK MANAGEMENT AND INTERNAL CONTROLS

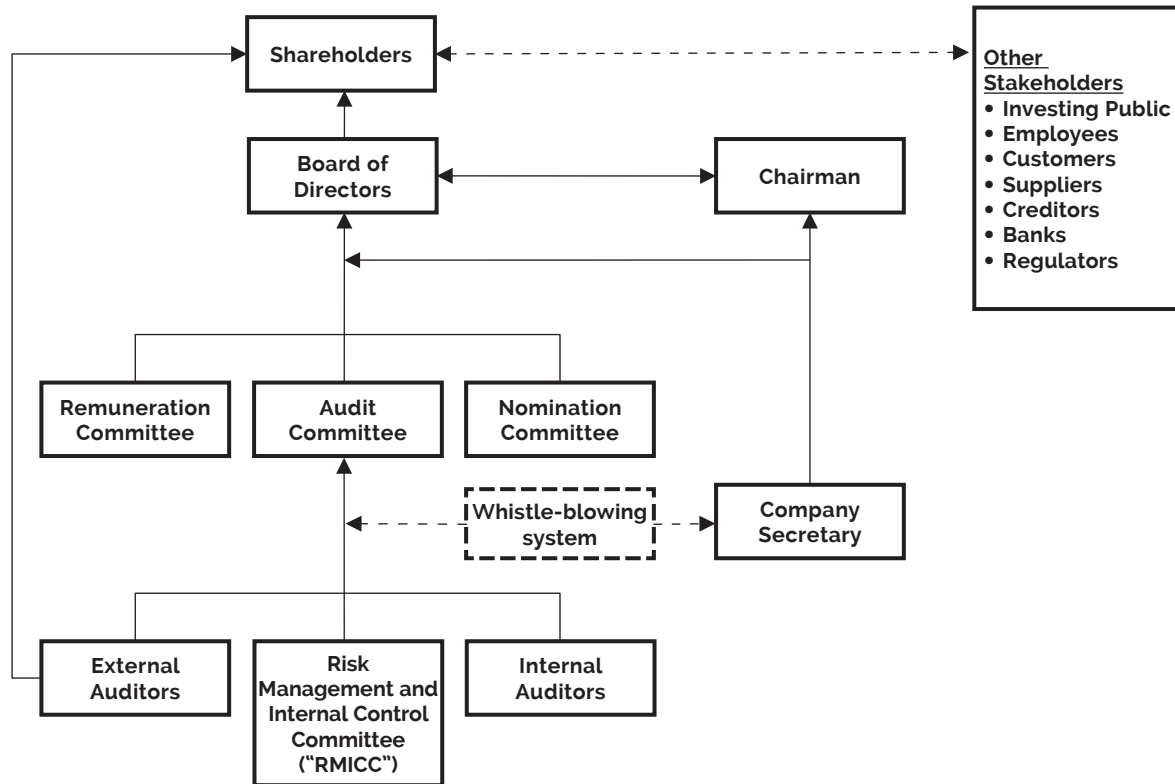
### Risk Governance Structure

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 the Risk Management and Internal Control Committee ("RMICC").

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## CORPORATE GOVERNANCE REPORT

The Group's current corporate governance, risk management and internal control framework can be 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.*

### 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.

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## CORPORATE GOVERNANCE REPORT

### 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 the 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.

### 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 2019, Audit Committee, with 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 2019, 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.

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## CORPORATE GOVERNANCE REPORT

A discussion on the principal risks and uncertainties encountered by the Group are set out on page 10 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 assessing the materiality thereof, and where appropriate, escalating such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.

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

Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 March 2019, 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 2019:

- (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 the annual general meetings to answer Shareholders' questions.

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## 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 (Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, 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 2019.

### (N) DIVIDEND POLICY

A Dividend Policy, as set out on page 4 under subsection "(II) Financial Review" of section "(A) Management Discussion and Analysis" above, was adopted by the Company pursuant to Code Provision E.4.5 of the CG Code.



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## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

For the financial year ended 31 March 2019, 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.

### 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 minimizes pollution and conserves energy and resources, and promoting environmental awareness among its staff and other stakeholders.

The Group's Green House Gas ("GHG") emissions were classified into 3 scopes. The relevant activities and environmental KPIs are listed below:

Scope of GHG emissions	Emission (in tonnes of CO <sub>2</sub> e)	
	2018/19	2017/18
Scope 1 Direct Emission-Combustion of fuel used by private car	7.0	7.2
Scope 2 Indirect Emission-Purchased electricity	980.3	1,229.4
Scope 3 Other Indirect Emission	101.5	90.8
Total	1,088.8	1,327.4

#### 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:

- Office lights are turned off during lunch hour.
- Staff are instructed to print only when necessary and to use double-sided printing modes to minimize paper usage.
- Electronic filing of documents is encouraged.
- Printing and photocopying equipment use recycled paper, toner and cartridges.
- Retail customers are encouraged to bring their own shopping bags.

The Group's business operations resulted in a total electricity consumption of 1,284,942 kWh in 2018/19 (2017/18: 1,688,379 kWh)

### THE WORKPLACE

#### Employment

The Group recognizes human resources as the core of the organization. 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

### Good MPF Employer

The Group is being honoured as a Good MPF Employer Award and presented with E-Contribution Award and Support for MPF Management Award by Mandatory Provident Fund Schemes Authority. These awards are to recognize the Group who place a high value on employees' retirement needs, promote and foster compliance with MPF legislation.

### Good Employer Charter

The Group is being confirmed the eligibility to be the Good Employer Charter by Labour Department. The Group who participate of this Charter pledge to be an employee-oriented employer and adopt good people management practices, thereby cultivating a good people management culture in the workplace.

### 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:

- Typhoon and rainstorm policies;
- Fire precaution guidelines;
- Office and shop security measures; and
- 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 employees that are relevant to their job responsibilities, personal development and career advancement.

Learning and development activities include leadership and functional/product training, off-the-job classroom and on-the-job trainings.

### Labour Standards

All employees are provided with handbooks detailing Group employment policies and benefits. The Group complies with all relevant legislation including:

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

### Employment Data

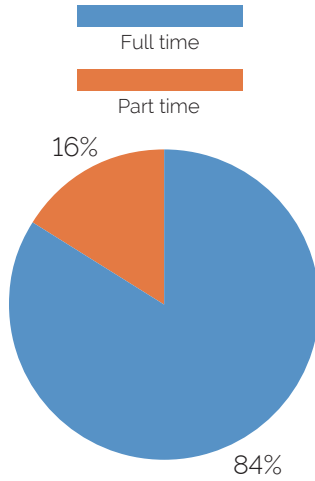
As at 31 March 2019, the Group employed 363 staff globally, 84% are employed on a full-time basis while 16% are on part-time basis. Female employees represent 76% of our total workforce. The Group's staff aged under 30 years old, 30 to 39 years old, 40 to 49 years old and 50 years old and above represented approximately 21%, 38%, 21% and 19% of the Group's total workforce, respectively. 61% of the staff are employed as general staff of the Group and 82% of the total workforce of the Group are from Hong Kong.

# JOYCE

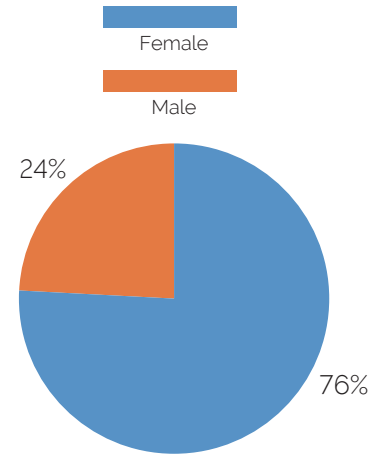
## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Below is the profile of our people in 2018/19:

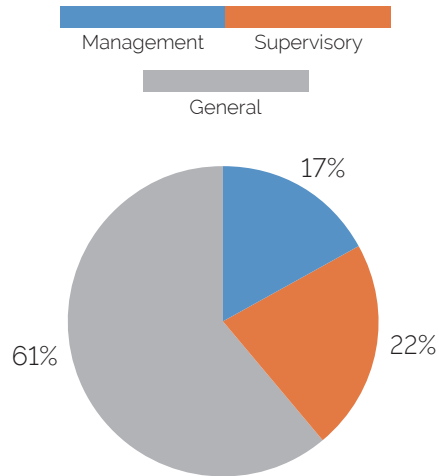
### WORKFORCE BY EMPLOYMENT TYPE



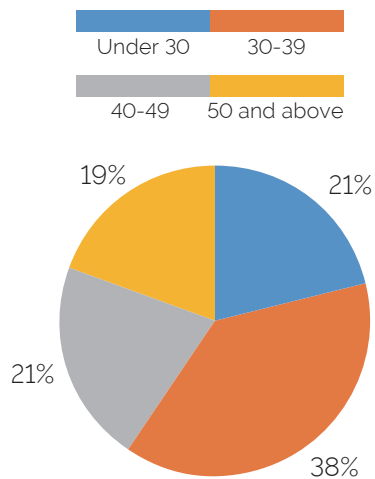
### WORKFORCE BY GENDER



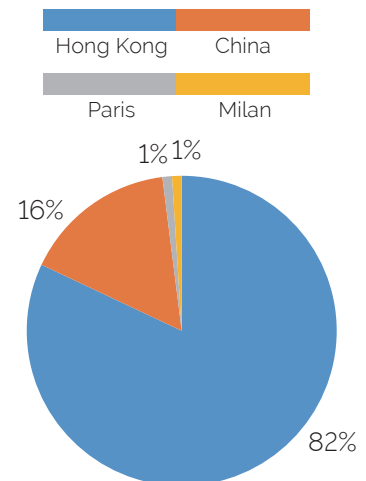
### WORKFORCE BY EMPLOYMENT CATEGORIES



### WORKFORCE BY AGE GROUP



### WORKFORCE BY GEOGRAPHICAL REGION



# 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"), emphasizing staff participation in diverse charitable activities that engage the community. During the past year, the Group organised and facilitated staff participation in the following projects:

- Partner with Fu Hong Society, a Hong Kong NGO which supports persons with disabilities, on the following activities:
  - o Four workshops (recycle bag, handmade nature insect repellent, mooncake and baking cookies workshops)
  - o Sponsor materials & provide merchandise for Fu Hong Society's Walk In Event
- Partner with Changing Young Life Foundation, a Hong Kong NGO which serve underprivileged young people, on the following activity:
  - o Two outing activities to Hong Kong Science Museum and Hong Kong Wetland Park
- Provide volunteer services for Food Angel, a food rescue and assistance program, to help prepare raw vegetables and hot meal boxes and be redistributed to serve the underprivileged communities
- Partner with Green Earth, an environmental group on the following activity:
  - o Waste Hunting in Shing Mun Country Park
- Knit of 80 cushion covers which were donated to local and China elderly
- Raise over HK\$49,000 for the Community Chest Wheelock Swim for Millions, through activities including a cooking event and charity sale.

# JOYCE

## DIRECTORS' REPORT

The Directors have pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 March 2019.

## 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 135.

## BUSINESS REVIEW

Discussion and analysis of the Group's business in accordance with Schedule 5 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) as required under the Listing Rules 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 (page 3) and Management Discussion and Analysis (Section A of Other Corporate Information) (pages 4 to 5)
- (b) Principal risks and uncertainties – Section M of Other Corporate Information (page 10) and Note 3 to the Consolidated Financial Statements (pages 100 to 107)
- (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 24 to 27.

## RESULTS

The results of the Group for the financial year ended 31 March 2019 are set out in the Consolidated Income Statement on page 66.

## DIVIDENDS

The Directors have resolved to pay no dividend in respect of the financial year ended 31 March 2019.

## 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 23 to the Consolidated Financial Statements on page 130.

## 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.

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

# JOYCE

## DIRECTORS' REPORT

### 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 such 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.

### AUDITOR

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

By Order of the Board  
**Kevin C. Y. Hui**  
*Company Secretary*

Hong Kong, 6 June 2019

# 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 66 to 135, which comprise:

- \* the consolidated statement of financial position as at 31 March 2019;
- \* 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 2019, 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 ("HKSAs") 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.

Key audit matters identified in our audit are summarised as follows:

- \* Net realisable value of inventories; and
- \* Impairment assessment of property, plant and equipment of the underperforming retail shops

#### Key Audit Matter

#### How our audit addressed the Key Audit Matter

##### Net realisable value of inventories

Refer to note 2.11 and 4(a) to the consolidated financial statements.

As at 31 March 2019, the Group held inventories of approximately HK\$156 million. Inventories are carried at the lower of cost and net realisable value ("NRV") in the consolidated financial statements.

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.

We focused on this area because significant judgements and assumptions are involved.

We understood and tested the controls by which management determined the sell-through percentage used in the calculation of NRV.

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.

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.

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 NRV against the relevant accounting records.

Based on the procedures performed, we found the assumption of management in determining the NRV to be supportable by available evidence.



# JOYCE

## INDEPENDENT AUDITOR'S REPORT

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### Impairment assessment of property, plant and equipment of the underperforming retail shops

Refer to notes 2.7, 2.8 and 4(b) to the consolidated financial statements.

Property, plant and equipment ("PP&E") are carried at historical cost less accumulated depreciation and accumulated impairment losses. Management reviews PP&E for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Management determined that each retail shop is a cash generating unit in performing impairment assessment of PP&E. During the year, certain of the Group's retail shops were underperforming which indicated the carrying amount of the PP&E of these shops may not be recoverable and required assessment of impairment.

Management prepared discounted cash flow forecast analysis for those shops with indicators of impairment. The recoverable amounts were determined based on the value-in-use calculations of these retail shops. These calculations involved significant judgements with respect to the assumptions used including revenue growth rate, profit margin, store costs and discount rate.

Based on the impairment assessment, accumulated impairment losses on PP&E of the underperforming retail shops amounted to approximately HK\$4.5 million as at 31 March 2019 and the carrying amount of the PP&E of the Group amounted to approximately HK\$31.2 million as at 31 March 2019.

We focused on the management's impairment assessment of PP&E of those underperforming retail shops due to the size of the Group's PP&E and the significant judgements and estimates used in the impairment assessments.

We understood and tested the management's key controls by which management prepared the impairment assessment of PP&E of the underperforming retail shops.

We assessed the appropriateness of the valuation methodology used by management.

We evaluated the key assumptions used in the management's impairment assessment, including revenue growth rate, profit margin and store costs, by comparing with Board's approved budget and applying our knowledge of the business and industry and comparing the discount rate to comparable external information in the industry by performing market research.

We compared, on a sample basis, the data input used in the discounted cash flow forecasts with the historical performances of those underperforming retail shops.

We evaluated the sensitivity analysis performed by management to evaluate the extent of change in the key assumptions that would result in impairment of the PP&E of the underperforming retail shops and considered the likelihood of such a change in the key assumptions.

Based on the procedures performed, we found the management's assumptions used in the PP&E impairment assessment of the underperforming retail shops to be supportable by the available evidence.

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## 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.

# JOYCE

## INDEPENDENT AUDITOR'S REPORT

### RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE 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.

The Audit Committee is 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.

As part of an audit in accordance with HKSAAs, 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.

# JOYCE

## INDEPENDENT AUDITOR'S REPORT

- 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 the Audit Committee 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 the Audit Committee 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 the Audit Committee, 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, 6 June 2019

# JOYCE

## CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March 2019  
截至二〇一九年三月三十一日止年度

		Note	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
		附註		
Revenue	收入	5	<b>842,419</b>	860,701
Other income	其他收益	6	<b>38,318</b>	37,227
Direct costs and operating expenses	直接成本及營業費用	7	<b>(764,068)</b>	(816,248)
Selling and marketing expenses	銷售及推銷費用	7	<b>(34,688)</b>	(39,141)
Administrative expenses	行政費用	7	<b>(94,602)</b>	(105,320)
Other (loss)/gains, net	其他淨(虧損)/收入	8	<b>(7,440)</b>	4,290
Operating loss	營業虧損		<b>(20,061)</b>	(58,491)
Finance costs	融資成本	9	<b>(4)</b>	(11)
Share of (loss)/profit of an associate	所佔聯營公司(虧損)/盈利	17	<b>(1,938)</b>	3,111
Loss before income tax	扣除所得稅前虧損		<b>(22,003)</b>	(55,391)
Income tax (expense)/credit	所得稅(費用)/抵免	11	<b>(289)</b>	666
<b>Loss attributable to owners of the Company</b>	<b>公司股東應佔虧損</b>		<b>(22,292)</b>	(54,725)
<b>Loss per share</b>	<b>每股虧損</b>			
- Basic and diluted	- 基本及攤薄	13	<b>(1.4) HK cents 港幣(1.4)仙</b>	(3.4) HK cents 港幣(3.4)仙

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應與附註一併閱讀。

# JOYCE

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

For the year ended 31 March 2019  
截至二〇一九年三月三十一日止年度

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
<b>Loss for the year</b>	<b>年度虧損</b>	<b>(22,292)</b>	(54,725)
<b>Other comprehensive (loss)/income</b>	<b>其他綜合(虧損)/收益</b>		
<i>Items that 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>(8,157)</b>	8,827
- Associate	- 聯營公司	<b>(5)</b>	71
<b>Total other comprehensive (loss)/income</b>	<b>其他綜合總(虧損)/收益</b>	<b>(8,162)</b>	8,898
<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>(30,454)</b>	(45,827)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應與附註一併閱讀。

# JOYCE

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

As at 31 March 2019  
於二〇一九年三月三十一日止年度

			2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 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	物業、廠房及設備	14	<b>31,156</b>	45,737
Deposits and prepayments	訂金及預付費用	15	<b>39,823</b>	58,802
Interest in an associate	於聯營公司的權益	17	<b>8,529</b>	10,472
Financial asset at fair value through profit or loss	按公平值透過損益記賬的金融資產	18	<b>1,154</b>	1,231
Deferred income tax assets	遞延所得稅資產	24	<b>6,650</b>	6,603
			<b>87,312</b>	122,845
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		<b>156,177</b>	158,026
Trade and other receivables	貿易及其他應收賬項	16	<b>25,135</b>	44,032
Deposits and prepayments	訂金及預付費用	15	<b>33,884</b>	17,787
Current income tax recoverable	本期所得稅抵免		-	99
Financial derivative assets	衍生金融資產	19	-	3,081
Cash and cash equivalents	現金及現金等值項目	20	<b>349,426</b>	340,834
			<b>564,622</b>	563,859
<b>Total assets</b>	<b>資產總額</b>		<b>651,934</b>	686,704
<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	23	<b>162,400</b>	162,400
Reserves	儲備		<b>290,576</b>	321,030
<b>Total equity</b>	<b>權益總額</b>		<b>452,976</b>	483,430

# JOYCE

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

		Note 附註	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
<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	318	-
Other non-current liabilities	其他非流動負債	21	6,913	7,922
Financial derivative liabilities	衍生金融負債	19	-	419
			<b>7,231</b>	8,341
<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	22	64,268	56,414
Other payables and accruals and contract liabilities	其他應付賬項及應計項目及合約負債	21	113,946	131,773
Amount due to an associate	應付聯營公司款項	17	7,829	6,181
Financial derivative liabilities	衍生金融負債	19	5,684	565
			<b>191,727</b>	194,933
<b>Total liabilities</b>	<b>負債總額</b>		<b>198,958</b>	203,274
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>651,934</b>	686,704

The consolidated financial statements on page 66 to 135 were approved by the Board of Directors on 6 June 2019 and were signed on its behalf.

載於第66至135頁之綜合財務報表已由董事會於二〇一九年六月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 above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與附註一併閱讀。

# JOYCE

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

For the year ended 31 March 2019  
截至二〇一九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 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	資本盈餘 HK\$'000 港幣千元	繳入盈餘 HK\$'000 港幣千元 (Note) (附註)	匯兌波動儲備 HK\$'000 港幣千元	累積盈利 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
Balance at 1 April 2018	二〇一八年四月一日結存	162,400	3,728	76	139,196	15,829	162,201	483,430
Loss for the year	年度虧損	-	-	-	-	-	(22,292)	(22,292)
<b>Other comprehensive loss</b>	<b>其他綜合虧損</b>							
Net translation differences on foreign operations	海外營運之匯兌淨差額：							
- Subsidiaries	- 附屬公司	-	-	-	-	(8,157)	-	(8,157)
- Associate	- 聯營公司	-	-	-	-	(5)	-	(5)
<b>Total other comprehensive loss</b>	<b>其他綜合總虧損</b>	-	-	-	-	(8,162)	-	(8,162)
<b>Total comprehensive loss</b>	<b>綜合總虧損</b>	-	-	-	-	(8,162)	(22,292)	(30,454)
Balance at 31 March 2019	二〇一九年三月三十一日結存	162,400	3,728	76	139,196	7,667	139,909	452,976

		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 HK\$'000 港幣千元	股份溢價 HK\$'000 港幣千元	資本盈餘 HK\$'000 港幣千元	繳入盈餘 HK\$'000 港幣千元 (Note) (附註)	匯兌波動儲備 HK\$'000 港幣千元	累積盈利 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
Balance at 1 April 2017	二〇一七年四月一日結存	162,400	3,728	76	139,196	6,931	216,926	529,257
Loss for the year	年度虧損	-	-	-	-	-	(54,725)	(54,725)
<b>Other comprehensive income</b>	<b>其他綜合收益</b>							
Net translation differences on foreign operations	海外營運之匯兌淨差額：							
- Subsidiaries	- 附屬公司	-	-	-	-	8,827	-	8,827
- Associate	- 聯營公司	-	-	-	-	71	-	71
<b>Total other comprehensive income</b>	<b>其他綜合總收益</b>	-	-	-	-	8,898	-	8,898
<b>Total comprehensive income/(loss)</b>	<b>綜合總收益/(虧損)</b>	-	-	-	-	8,898	(54,725)	(45,827)
Balance at 31 March 2018	二〇一八年三月三十一日結存	162,400	3,728	76	139,196	15,829	162,201	483,430

Note:

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.

附註：

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。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益轉變報表應與附註一併閱讀。



# JOYCE

## CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2019  
截至二〇一九年三月三十一日止年度

	Note 附註	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
<b>Cash flows from operating activities</b>	<b>營業活動的現金流量</b>		
Operating loss	營業虧損	(20,061)	(58,491)
Interest income	利息收入	(5,369)	(1,503)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,458	21,667
Fair value loss 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	77	3,615
Net fair value losses/(gains) from financial derivatives	衍生金融工具之公平值虧損/(盈利)淨額	5,684	(2,097)
Loss on disposal/write-off of property, plant and equipment	出售/撇銷物業、廠房及設備之虧損	207	-
Reversal of provision for onerous contract	虧損性合約之撥備回撥	-	(5,808)
Impairment charge on property, plant and equipment	物業、廠房及設備減值	1,847	3,266
Operating loss before working capital changes	營運資金變動前之營業虧損	(157)	(39,351)
Decrease in inventories	存貨之減少	3,946	25,161
Decrease/(increase) in trade and other receivables	貿易及其他應收賬項之減少/(增加)	18,897	(20,912)
Decrease in deposits and prepayments	訂金及預付費用之減少	2,882	15,758
Increase in trade and bills payables	應付貿易賬項及應付票據之增加	7,854	2,974
(Decrease)/increase in other payables and accruals and contract liabilities	其他應付賬項及應計項目及合約負債之(減少)/增加	(18,836)	26,288
Increase in amount due to an associate	應付聯營公司款項之增加	1,648	2,435
<b>Cash generated from operations</b>	<b>營業產生的現金</b>	<b>16,234</b>	12,353
Interest paid	已付利息	(4)	(11)
Income tax refunded	已收回所得稅	81	3,585
Net cash generated from operating activities	營業活動產生的淨現金	16,311	15,927
<b>Cash flows from investing activity</b>	<b>投資活動的現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	(5,115)	(8,934)
Interest received	已收利息	5,369	1,503
Net cash generated from/(used in) investing activity	投資活動所產生/(所用)淨現金	254	(7,431)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等值項目增加</b>	<b>16,565</b>	8,496
Effect of foreign exchange rate changes, net	匯兌調整淨額	(7,973)	8,396
Cash and cash equivalents at beginning of the year	於年初之現金及現金等值項目	340,834	323,942
<b>Cash and cash equivalents at end of the year</b>	<b>於年末之現金及現金等值項目</b>	<b>349,426</b>	340,834

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與附註一併閱讀。

# 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 Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, 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 6 June 2019.

### 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 Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of the financial asset at fair value through profit or loss and financial derivative assets and liabilities.

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 areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates 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Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, 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二〇一九年六月六日獲董事會通過。

### 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衍生金融工具資產和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。對涉及高度判斷或較複雜之範疇，或對綜合財務報表影響重大之假設及估計，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, improvements and interpretation adopted by the Group*

The Group has applied the following new and amended standards, improvements and interpretation for the first time for their annual reporting period commencing 1 April 2018.

HKAS 40 (Amendments)	Transfers of Investment Property
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 (Amendments)	Clarifications to HKFRS 15
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Annual Improvements Project	Annual Improvements 2014-2016 Cycle

Save as disclosed in Note 2.2, the adoption of the new and amended standards, improvements and interpretation listed above did not have material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future period.

### 2 主要會計政策 (續)

#### 2.1 編製基準 (續)

##### (a) *獲本集團採用的新準則·現行準則的修訂·改進及詮釋*

本集團已採用下列於二〇一八年四月一日或之後開始的會計期間生效的新準則·現行準則的修訂·改進及詮釋。

香港會計準則第40號 (修訂本)	投資物業之轉移
香港財務報告準則第2號 (修訂本)	以股份為基礎之付款交易之分類及計量
香港財務報告準則第4號 (修訂本)	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」
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益
香港財務報告準則第15號 (修訂本)	香港財務報告準則第15號之澄清
香港 (國際財務報告詮釋委員會) 詮釋 – 第22號	外幣交易和預付代價
年度改進項目	二〇一四至二〇一六年香港財務報告準則之改進

除附註22所披露的·採用上述新準則·現行準則的修訂·改進及詮釋並無對過往期間所確認的金額造成任何重大影響·且預期不會對本期間或未來期間造成重大影響。

# 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, improvements, interpretation and revised framework not yet adopted

New and amended standards, improvements, interpretation and revised framework which have been issued but are not effective for the Group's financial year beginning 1 April 2018 and have not been early adopted by the Group are as follows:

### 2 主要會計政策 (續)

#### 2.1 編製基準 (續)

##### (b) 尚未採用之新準則、現行準則的修訂、改進、詮釋及經修訂框架

下列新準則、現行準則的修訂、改進、詮釋及經修訂框架已經刊發，惟於集團二〇一八年四月一日開始的會計期間尚未生效，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 1 and HKAS 8 (Amendments)	Definition of Materials	1 January 2020
香港會計準則第1號及 香港會計準則第8號 (修訂本)	重大之定義	二〇二〇年一月一日
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement	1 January 2019
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結算	二〇一九年一月一日
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures	1 January 2019
香港會計準則第28號 (修訂本)	於聯營公司及合營企業之長期權益	二〇一九年一月一日
HKFRS 3 (Amendments)	Definition of Business	1 January 2020
香港財務報告準則第3號 (修訂本)	業務之定義	二〇二〇年一月一日
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation	1 January 2019
香港財務報告準則第9號 (修訂本)	具負值補償之預付特徵	二〇一九年一月一日
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Effective date to be determined by HKICPA
香港財務報告準則第10號及 香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業 之間的資產出售或出繳	生效日期有待 香港會計師公會釐定
HKFRS 16	Leases	1 January 2019
香港財務報告準則第16號	租賃	二〇一九年一月一日
HKFRS 17	Insurance Contracts	1 January 2021
香港財務報告準則第17號	保險合約	二〇二一年一月一日
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments	1 January 2019
香港 (國際財務報告詮釋委員會) 詮釋 – 第23號	處理所得稅之不確定	二〇一九年一月一日
Annual Improvements Project (Amendments)	Annual Improvements 2015-2017 Cycle	1 January 2019
年度改進項目 (修訂本)	二〇一五至二〇一七年香港財務報告 準則之改進	二〇一九年一月一日
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting	1 January 2020
二〇一八年財務報告概念框架	財務報告概念框架之修訂	二〇二〇年一月一日

# 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, improvements, interpretation and revised framework not yet adopted (Continued)

The Group will apply the above new and amended standards, improvements, interpretation and revised framework when they become effective. The Group has commenced the assessment of the expected impact of HKFRS 16 as set out below. The directors of the Company is in the process of assessing the financial impact of the other new and amended standards, improvements, interpretation and revised framework, but is not yet in a position to state whether they would have significant impacts on its results of operations and financial position.

##### (i) HKFRS 16, "Leases"

###### Nature of change

HKFRS 16 was issued in January 2016. It 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.

###### Impact

The standard will affect primarily the accounting for the Group's operating leases. As at 31 March 2019, the Group has non-cancellable operating lease commitments of approximately HK\$432,593,000 (Note 25).

Upon the application of HKFRS 16, the Group will recognise a right-of-use asset of approximately HK\$307,000,000 and a corresponding liability of approximately HK\$351,000,000. The retained earnings will be reduced by approximately HK\$44,000,000. In addition, the application of new requirements may result in changes in measurement, presentation and disclosure.

### 2 主要會計政策 (續)

#### 2.1 編製基準 (續)

##### (b) 尚未採用之新準則、現行準則的修訂、改進、詮釋及經修訂框架 (續)

集團將於以上新準則、現行準則的修訂、改進、詮釋及經修訂框架生效時採用。本集團已開始評估香港財務報告準則第16號的預期影響，並呈列如下。本公司董事現正評估其他新準則、現行準則的修訂、改進、詮釋及經修訂框架的財務影響，但尚未能確定該等準則、詮釋及經修訂框架會否對營運業績及財務狀況造成重大影響。

##### (i) 香港財務報告準則第16號「租賃」變動的性質

香港財務報告準則第16號於二〇一六年一月頒布。其將致使絕大部分租賃於財務狀況表確認，此乃由於經營租賃與融資租賃之間的區別被移除。根據新訂準則，一項資產（使用租賃項目的權利）及支付租金的金融負債須予確認。唯一的例外情況為短期及低價值租賃。

###### 影響

該準則將主要影響集團經營租賃的會計處理。於二〇一九年三月三十一日，集團有不可取消的經營租賃承擔約港幣432,593,000元（附註25）。

於應用香港財務報告準則第16號時，集團將確認使用權資產約港幣307,000,000元及相應之租賃負債約港幣351,000,000元。累積盈利將減少約港幣44,000,000元。此外，應用新規定可能導致計量、呈現和披露上之變動。

# 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, improvements, interpretation and revised framework not yet adopted (Continued)

###### (i) HKFRS 16, "Leases" (Continued)

Mandatory application date/date of adoption by the Group  
The Group will apply the standard from its financial year commencing on 1 April 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. Right-of-use assets for property leases will be measured on transition as if the new rules had always been applied. All other right-of-use assets will be measured at the amount of the lease liability on adoption (adjusted for any prepaid or accrued lease expenses).

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

#### 2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 9 Financial Instruments and HKFRS 15 Revenue from Contracts with Customers on the Group's consolidated financial statements.

The Group elects to adopt HKFRS 9 and HKFRS 15 without restating comparatives. The reclassification and the adjustments arising from the adoption of HKFRS 9 and HKFRS 15 are therefore not reflected in the consolidated statement of financial position as at 31 March 2018, but are recognised in the opening of the consolidated statement of financial position on 1 April 2018.

There is no balance as at 1 April 2018 requires a restatement as a result of the initial adoption of HKFRS 9. Balances as at 1 April 2018, which require a reclassification as a result of the initial adoption of HKFRS 15, are summarised in Note 2.2(b).

### 2 主要會計政策 (續)

#### 2.1 編製基準 (續)

##### (b) 尚未採用之新準則、現行準則的修訂、改進、詮釋及經修訂框架 (續)

###### (i) 香港財務報告準則第16號「租賃」(續)

強制採用的日期/本集團採用的日期  
本集團將於二〇一九年四月一日開始的會計期間應用該準則。本集團有意採用簡化的過渡方法，且將不會重列首次採用前一年度之比較數字。租賃物業的使用權資產將於過渡時猶如新規則一直獲應用般計量。所有其他使用權資產將按採用時的租賃負債金額計量（調整任何預付或應計租賃支出後）。

預期概無任何其他尚未生效之準則將會於本期間或未來期間之報告期對本實體及可預見未來交易造成重大影響。

#### 2.2 會計政策變動

本附註說明採用香港財務報告準則第9號「金融工具」及香港財務報告準則第15號「客戶合約收益」對本集團綜合財務報表的影響。

本集團選擇採用香港財務報告準則第9號及香港財務報告準則第15號而不重列比較數據。採用香港財務報告準則第9號及香港財務報告準則第15號產生的重新分類及調整因此不會反映於二〇一八年三月三十一日的綜合財務狀況表，但於二〇一八年四月一日年初的綜合財務狀況表中反映。

於二〇一八年四月一日並無任何餘額因採用香港財務報告準則第9號而需要重列。於二〇一八年四月一日因採用香港財務報告準則第15號而需要重列的餘額已總括並載於附註2.2(b)。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Changes in accounting policies (Continued)

##### (a) HKFRS 9 "Financial Instruments"

HKFRS 9 replaces the provision for HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets.

The adoption of HKFRS 9 "Financial Instruments" from 1 April 2018 resulted in changes in accounting policies. The new accounting policies are set out in Note 2.12.

There is no material impact on the Group's retained earnings as at 1 April 2018 and no restatement is made.

##### (i) Classification and measurement

On 1 April 2018, the management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories.

There is no change in classification of the Group's financial assets and liabilities as at 1 April 2018 upon initial adoption of HKFRS 9 as compared to the classification under HKAS 39. In addition, the modified retrospective adoption of HKFRS 9 does not result in a material adjustment in the carrying amounts of the financial assets and liabilities and the retained earnings as at 1 April 2018 that would require a restatement.

##### (ii) Impairment of financial assets

The Group has three main types of financial assets that are subject to HKFRS 9's new expected credit loss model:

- trade receivables;
- cash and cash equivalents; and
- deposits and other receivables.

The Group was required to revise its impairment methodology under HKFRS 9 for these classes of financial assets.

### 2 主要會計政策 (續)

#### 2.2 會計政策變動 (續)

##### (a) 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、金融工具終止確認及金融資產減值的條文。

由二〇一八年四月一日起採用香港財務報告準則第9號「金融工具」導致會計政策變動。新會計政策載於附註2.12。

本集團於二〇一八年四月一日的累積盈利概無受重大影響，亦未作出重列。

##### (i) 分類及計量

於二〇一八年四月一日，本集團的管理層已評估應用於本集團持有的金融資產的業務模式，並將其金融工具分類至合適的香港財務報告準則第9號類別。

根據香港會計準則第39號及香港財務報告準則第9號，各主要類別的金融資產及金融負債之計量類別並無變動。此外，金融資產及金融負債的全部類別於二〇一八年四月一日之賬面值及累積盈利沒有重大調整而需要重列。

##### (ii) 金融資產減值

本集團有三種主要類別的金融資產受限於香港財務報告準則第9號的新預期信貸虧損模式：

- 貿易應收賬項；
- 現金及現金等值項目；及
- 訂金及其他應收賬項。

本集團須修訂其根據香港財務報告準則第9號就各類別金融資產實施的減值方法。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Changes in accounting policies (Continued)

##### (a) HKFRS 9 "Financial Instruments" (Continued)

###### (ii) Impairment of financial assets (Continued)

The Group has assessed the expected credit loss model applied as at 1 April 2018 and the change in impairment methodologies has no significant impact of the Group's financial position and results of operations and the opening allowance is not restated in this respect.

###### Trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The resulted increase of loss allowance for trade receivables on 1 April 2018 was immaterial.

###### Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was also immaterial.

###### Deposits and other receivables

Deposits and other receivables at amortised cost are considered to be low risk, and therefore the loss allowance is determined as 12 months expected credit losses. The resulted increase of loss allowance for deposits and other receivables on 1 April 2018 was immaterial. The loss allowance for deposits and other receivables have not further increased during the current reporting period.

##### (b) HKFRS 15 "Revenue from Contracts with Customers"

The Group has first time adopted HKFRS 15 from 1 April 2018 which resulted in changes in accounting policies and adjustment to the amounts recognised in the consolidated financial statements. In accordance with the transition provisions of HKFRS 15, the Group has adopted the modified retrospective application and no comparative figures are restated.

### 2 主要會計政策 (續)

#### 2.2 會計政策變動 (續)

##### (a) 香港財務報告準則第9號「金融工具」(續)

###### (ii) 金融資產減值 (續)

本集團已評估於二〇一八年四月一日採用的預期信貸虧損模式，而減值方法的變動對本集團的財務狀況及經營業績並無重大影響。同時，期初餘額亦並無重列。

###### 貿易應收賬項

本集團應用香港財務報告準則第9號簡化方法對所有貿易應收賬項使用全期預期虧損撥備計量預期信貸虧損。於二〇一八年四月一日，因此而增加的貿易應收賬項撥備並不重大。

###### 現金及現金等值項目

現金及現金等值項目亦須遵循香港財務報告準則第9號的減值要求，而已識別的減值虧損同樣不重大。

###### 訂金及其他應收賬項

按攤銷成本計算的訂金及其他應收賬項被視為低風險，因此虧損撥備被確定為12個月預期信貸虧損。於二〇一八年四月一日，因此而增加的訂金及其他應收賬項撥備並不重大。於本報告期間，訂金及其他應收賬項的虧損撥備並未進一步增加。

##### (b) 香港財務報告準則第15號「客戶合約收益」

本集團自二〇一八年四月一日起已採用香港財務報告準則第15號「客戶合約收益」，導致會計政策變動及綜合財務報表確認的款項有所調整。根據香港財務報告準則第15號的過渡性條文，本集團採用經修改追溯方式，比較數據並未重列。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Changes in accounting policies (Continued)

##### (b) HKFRS 15 "Revenue from Contracts with Customers" (Continued)

In summary, the following adjustments were made to the amounts recognised in the consolidated statement of financial position at the date of initial application (1 April 2018):

### 2 主要會計政策 (續)

#### 2.2 會計政策變動 (續)

##### (b) 香港財務報告準則第15號「客戶合約收益」(續)

總括而言，於首次應用日期(二〇一八年四月一日)對綜合財務狀況表中確認的金額進行的調整如下：

	HKAS 18 carrying amount 31 March 2018 香港會計準則 第18號賬面值 二〇一八年 三月三十一日 HK\$000 港幣千元	Reclassification	HKFRS 15 carrying amount 1 April 2018 香港財務報告準則 第15號賬面值 二〇一八年 四月一日 HK\$000 港幣千元
Other payables and accruals	131,773	(23,607)	108,166
Contract liabilities	-	23,607	23,607
其他應付賬項及應付票據 合約負債			

The Group has voluntarily changed the presentation of certain amounts in the consolidated statement of financial position to reflect the terminology of HKFRS 15. As such, receipt in advance from customers and outstanding customer loyalty credits from the customer loyalty programme which was previously included in other payables and accruals, totalling approximately HK\$23,607,000 as at 1 April 2018, are now classified as contract liabilities (as included in other payables and accruals and contract liabilities) to reflect the terminology of HKFRS 15.

By comparing the amounts reported under HKFRS 15 in the Group's consolidated financial statements, with estimates of the hypothetical amounts that would have been recognised under HKAS 18 if this superseded standard had continued to apply to consolidated financial statements for the year ended 31 March 2019 instead of HKFRS 15, the impact of the adoption of HKFRS 15 on the Group's consolidated statement of financial position as at 31 March 2019 would be similar to that of 1 April 2018 disclosed above. As a result of the adoption of HKFRS 15, contract liabilities, rather than other payables and accruals, of approximately HK\$18,734,000 is recognised in the Group's consolidated statement of financial position as at 31 March 2019.

本集團已自願變更綜合財務狀況表中若干金額的呈列以反映香港財務報告準則第15號的術語。因此，於二〇一八年四月一日(已包括在其他應付賬項及應計項目中)的預收客戶款項及來自忠誠客戶計劃的未兌現積分，合計約港幣23,607,000元現已確認為合約負債(計入其他應付賬項及應計項目、合約負債內)以反映香港財務報告準則第15號的術語。

通過比較本集團綜合財務報表中香港財務報告準則第15號所呈報的金額，以及如根據香港會計準則第18號繼續適用於截至二〇一九年三月三十一日止年度的綜合財務報表假設的金額估計，於二〇一九年三月三十一日採用香港財務報告準則第15號對本集團綜合財務狀況表的影響，與上文所披露於二〇一八年四月一日採用之影響類似。由於採納香港財務報告準則第15號，合約負債(而非其他應付賬項及應計項目)約港幣18,734,000元於本集團於二〇一九年三月三十一日的綜合財務狀況表確認。

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.2 Changes in accounting policies (Continued)

##### (b) HKFRS 15 "Revenue from Contracts with Customers" (Continued)

On the other hand, there is no material impact of adoption of HKFRS 15 on the Group's consolidated income statement, consolidated statement of comprehensive income and consolidated statement of cash flows for the year ended 31 March 2019.

#### 2.3 Subsidiaries

##### 2.3.1 Consolidation

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

##### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

### 2 主要會計政策 (續)

#### 2.2 會計政策變動 (續)

##### (b) 香港財務報告準則第15號「客戶合約收益」(續)

另一方面，採納香港財務報告準則第15號對本集團於二〇一九年三月三十一日止年度的綜合收益表，綜合全面收益表及綜合現金流量表並無重大影響。

#### 2.3 附屬公司

##### 2.3.1 綜合賬目

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

##### (a) 業務合併

本集團利用購買法將業務合併入賬。購買一附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或然對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或然負債，首先以彼等於購買日期的公允價值計量。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.3 Subsidiaries (Continued)

##### 2.3.1 Consolidation (Continued)

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

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

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.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

### 2 主要會計政策 (續)

#### 2.3 附屬公司 (續)

##### 2.3.1 綜合賬目 (續)

###### (a) 業務合併 (續)

本集團按個別收購基準，確認在被購買方的任何非控制性權益。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔主體的淨資產，可按公允價值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公允價值計量，除非香港財務報告準則規定必須以其他計量基準計算。

購買相關成本在產生時支銷。

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。

本集團將其與非控股性權益進行、不導致失去控制權的交易視為與本集團權益擁有人的交易。所有者權益的變動導致控股權益與非控股權益的賬面金額之間的調整，以反映其在附屬公司中的相對權益。對非控股權益的調整金額與已付或已收取的代價之間的任何差額，則於本公司股東應佔權益的獨立儲備中確認。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.3 Subsidiaries (Continued)

##### 2.3.1 Consolidation (Continued)

(b) *Changes in ownership interests in subsidiaries without change of control*  
Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) *Disposal of subsidiaries*  
When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in income statement. 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 or transferred to another category of equity as specified/permitted by applicable HKFRSs.

### 2 主要會計政策 (續)

#### 2.3 附屬公司 (續)

##### 2.3.1 綜合賬目 (續)

(b) *不導致失去控制權的附屬公司權益變動*

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

(c) *出售附屬公司*

當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公允價值，賬面值的變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他綜合收益中確認的任何數額猶如本集團已直接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或按香港財務報告準則所規定/允許轉移至其他類別的權益中。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.3 Subsidiaries (Continued)

##### 2.3.2 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.

#### 2.4 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.

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.

### 2 主要會計政策 (續)

#### 2.3 附屬公司 (續)

##### 2.3.2 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。

#### 2.4 聯營

聯營指所有本集團對其有重大影響力而無控制權的主體，通常附帶有20%–50%投票權的股權。聯營投資以權益法入賬。根據權益法，投資初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。本集團於聯營的投資包括購買時已辨認的商譽。

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

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

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.4 Associate (Continued)

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

#### 2.5 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 regarded as the top management of the Group.

#### 2.6 Foreign currency translation

##### (a) Functional and presentation currency

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

### 2 主要會計政策 (續)

#### 2.4 聯營 (續)

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。

#### 2.5 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。

#### 2.6 外幣換算

##### (a) 功能和列賬貨幣

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



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.6 Foreign currency translation (Continued)

##### (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. All foreign exchange gains and losses are presented in the consolidated income statement within 'other gains, net'.

##### (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 reclassified to the consolidated income statement as part of the gain or loss on sale.

### 2 主要會計政策 (續)

#### 2.6 外幣換算 (續)

##### (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。所有匯兌收益及虧損均於綜合收益表內「其他淨收入」內呈列。

##### (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。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.7 Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the consolidated 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	Shorter of useful life or 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 2.8).

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

### 2 主要會計政策 (續)

#### 2.7 物業、廠房及設備

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

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

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	按使用年期或租賃期之較短者
傢俬、裝置及設備	3至6年
汽車	4年

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

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

出售之盈虧取決於銷售所得款項與賬面數額之比較，並於綜合收益表入賬。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.8 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.

#### 2.9 Derivative financial instruments and hedging activities

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

As at 31 March 2019, the Group did not designate any derivatives as hedging instruments.

There was no impact on the amounts recognised in relation to the derivative financial instruments on adoption of HKFRS 9.

#### 2.10 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.

There was no impact on the amounts recognised in relation to the derivative financial instruments on adoption of HKFRS 9.

### 2 主要會計政策 (續)

#### 2.8 非財務資產的減值

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

#### 2.9 衍生金融工具及對沖活動

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

於二〇一九年三月三十一日，本集團沒有指定任何衍生工具為對沖工具。

採用香港財務報告準則第9號對衍生金融工具之確認金額並無影響。

#### 2.10 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。

採用香港財務報告準則第9號對衍生金融工具之確認金額並無影響。

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.11 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.

#### 2.12 Financial assets

##### (a) Classification

From 1 April 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("FVOCI"), or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

##### (b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### 2 主要會計政策 (續)

#### 2.11 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。

#### 2.12 金融資產

##### (a) 分類

自二〇一八年四月一日起，本集團將其金融資產分類為以下計量類別：

- 其後按公平值（計入其他綜合收益或計入損益）計量的金融資產，及
- 按攤銷成本計量的金融資產。

該分類取決於集團用以管理金融資產的業務模式及現金流量的合約條款。

就按公平值計量的資產而言，收入及虧損將計入損益或其他綜合收益。至於投資於並非持作買賣的權益工具，將視乎本集團是否有在初始確認時作出不可撤銷的選擇，以按公平值計入其他綜合收益的股本投資列賬。

惟管理該等資產的業務模式改變時，本集團方會對債務投資進行重新分類。

##### (b) 確認及終止確認

以常規方式收購及出售金融資產均於交易日（即本集團承諾收購或出售該資產當日）確認。當本集團從該等金融資產收取現金流量的權利已到期或已被轉讓，或本集團已大致上將擁有的所有風險和回報轉移，則會將該等金融資產剔除入賬。

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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 Financial assets (Continued)

##### (c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated income statement.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

##### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

The Group classifies all of its debt instruments to be measured at amortised cost. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the consolidated income statement and presented in "Other gains, net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

##### *Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated income statement following the derecognition of the investment. Dividends from such investments continue to be recognised in the consolidated income statement as other income when the Group's right to receive payments is established.

### 2 主要會計政策 (續)

#### 2.12 金融資產 (續)

##### (c) 計量

於初始確認時，本集團按其公平值加上（倘金融資產並非按公平值透過損益記賬（「按公平值透過損益記賬」）收購金融資產之直接應佔交易成本計量金融資產。而按公平值透過損益記賬的金融資產的交易成本於損益中列示為費用。

確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，應整體考慮該等金融資產。

##### *債務工具*

債務工具其後的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。

本集團將其所有債務工具分類為按攤銷成本計量。為收取合約現金流而持有的資產，並且現金流僅由本金和利息構成，該等資產以攤銷成本計量。該等金融資產的利息收益包含在其他收益內，並以實際利率法計算。任何因終止確認產生的收益或虧損於綜合收益表中確認，並與匯兌盈利及虧損共同列示為其他淨收入。減值虧損於綜合收益表中單獨列示。

##### *股本工具*

本集團其後按公平值計量所有股本投資。倘本集團管理層已選擇於其他綜合收益中呈列股本投資的公平值收益及虧損，則於終止確認此類投資後，公平值收益及虧損其後不再重新分類至綜合收益表。當本集團收取付款的權利確立時，此類投資的股息繼續於綜合收益表中確認為其他收益。

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.12 Financial assets (Continued)

##### (c) Measurement (Continued)

###### Equity instruments (Continued)

Changes in the fair value of financial assets at FVPL are recognised in "Other gains, net" in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

##### (d) Impairment

From 1 April 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 16 for further details.

##### (e) Accounting policies applied until 31 March 2018

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

###### (i) Classification

The Group classifies its financial assets as loans and receivables. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's loans and receivables comprise of "trade and other receivables", "deposit and prepayment" and "cash and cash equivalents" in the consolidated statement of financial position.

### 2 主要會計政策 (續)

#### 2.12 金融資產 (續)

##### (c) 計量 (續)

###### 股本工具 (續)

按公平值透過損益記賬的金融資產的公平值變動於綜合收益表(如適用)中確認為「其他淨收入」。按公平值計入其他全面收益的股本投資的減值虧損(及減值虧損撥回)不會與公平值的其他變動分開呈報。

##### (d) 減值

自二〇一八年四月一日起,本集團按前瞻性基準評估按攤銷成本列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

就貿易應收賬項而言,本集團應用香港財務報告準則第9號所允許的簡化方法,該方法規定預期使用年期虧損將自初始確認應收賬項起確認,詳細見附註16。

##### (e) 直至二〇一八年三月三十一日所應用的會計政策

本集團已追溯應用香港財務報告準則第9號,但選擇不重列比較資料。因此,所提供的比較資料繼續根據本集團過往的會計政策入賬。

###### (i) 分類

本集團將其金融資產分類為貸款及應收賬項。管理層在初始確認時確定其金融資產的分類。

貸款及應收賬項為有固定或可確定付款額且沒有在活躍市場上報價的非衍生金融資產。倘該款項預計在一年或一年內可收回,則將其歸類為流動資產;否則分類為非流動資產。本集團的貸款及應收賬項包括綜合財務狀況表中的「貿易及其他應收賬項」、「訂金及預付費用」及「現金及現金等值項目」。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.12 Financial assets (Continued)

##### (e) Accounting policies applied until 31 March 2018 (Continued)

###### (ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

###### (iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated income statement.

Loans and receivables and held-to-maturity investments are subsequently carried at amortised cost using the effective interest method.

Financial assets at FVPL are subsequently carried at fair value. Gains or losses arising from changes in the fair value are recognised in consolidated income statement within other income or other expenses.

Details on how the fair value of financial instruments is determined are disclosed in Note 3.3.

### 2 主要會計政策 (續)

#### 2.12 金融資產 (續)

##### (e) 直至二〇一八年三月三十一日所應用的會計政策 (續)

###### (ii) 確認和終止確認

常規購買及出售之金融資產在交易日確認，即本集團承諾購買或出售該資產之日。當從資產收取現金流量之合約權利屆滿，或金融資產已被轉讓及本集團已轉讓該資產擁有權之絕大部份風險及回報予時，方終止確認該金融資產。

###### (iii) 計量

於初始確認時，本集團按其公平值加上（倘金融資產並非按公平值透過損益記賬）收購金融資產之直接應佔交易成本計量金融資產。而按公平值透過損益記賬的金融資產的交易成本於損益中列示為費用。

貸款及應收賬項和持至到期日之投資其後採用實際利息法計算攤銷成本。

按公平值透過損益記賬的金融資產其後按公平值計量。公平值變動的盈利或虧損在綜合收益表之其他收入或虧損中確認。

有關如何釐定金融工具公平值的詳情已披露於附註33。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.12 Financial assets (Continued)

##### (e) Accounting policies applied until 31 March 2018 (Continued)

##### (iv) Impairment

The Group assesses at each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

#### 2.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 2.14 Trade and other receivables

Trade receivables are amounts due from customers for goods or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 2.12 for further information about the Group's accounting for trade receivables and Note 3.1(ii)(b) for a description of the Group's impairment policies.

### 2 主要會計政策 (續)

#### 2.12 金融資產 (續)

##### (e) 直至二〇一八年三月三十一日所應用的會計政策 (續)

##### (iv) 減值

本集團於各報告期間評估是否有客觀證據顯示金融資產或金融資產組合已減值。若金融資產或金融資產組合於初始確認後發生一項或多項事件而導致有客觀證據證明金融資產之估計未來現金流量受到影響並可作出可靠的估計，則產生減值及減值損失。

#### 2.13 金融工具抵銷

當有法定可執行權力抵銷已確認金額且有意以淨額結算或實現資產並同時結清負債時，金融資產和負債會被抵銷，並在綜合財務狀況表中報告淨額。法律上可強制執行的權力不得視未來事件而定，並且必須在正常業務過程中以及在公司或交易對手違約，破產或破產的情況下可強制執行。

#### 2.14 貿易及其他應收賬項

貿易應收賬項是指於日常業務過程中因貨品或所提供之服務由客戶應付的款項。倘該款項預計在一年或更短時間內（或在業務的正常經營週期中）收回，則將其歸類為流動資產；否則分類為非流動資產呈列。

貿易及其他應收賬項初始按有關代價金額確認，除非其包含重大融資成分，並按公平值確認。本集團持有貿易應收賬項，目的是收取合約現金流量，因此採用實際利率法按攤銷成本計量。有關本集團貿易應收賬項之會計處理詳情已載於附註2.12及有關本集團減值政策的說明已載於附註3.1(ii)(b)。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.15 Cash and cash equivalents

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

#### 2.16 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.

#### 2.17 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.18 Contract liabilities

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration. The Group's contract liabilities comprise receipt in advance from customers and outstanding customer loyalty credits from the customer loyalty programme.

Outstanding customer loyalty credits are accounted for as a separate component of the sales transaction in which they are granted. A portion of the fair value of the consideration received is allocated to the expected award credits redeemed and deferred. They are recognised as revenue when the award credits are redeemed or expired.

#### 2.19 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.

### 2 主要會計政策 (續)

#### 2.15 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。

#### 2.16 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）。

#### 2.17 應付貿易賬項及其他應付賬項

應付貿易賬項是指在日常業務過程中由供應商獲得的貨品或服務的支付責任。應付貿易及其他應付賬項列為流動負債，除非在報告期後12個月內未到期付款。它們初始按公平值確認，其後採用實際利率法按攤餘成本計量。

#### 2.18 合約負債

合約負債是指實體於收到對價後將貨品或服務轉移給客戶的義務。本集團的合約負債包括預收之客戶款項及忠誠客戶計劃的未償還忠誠客戶積分。

未償還忠誠客戶積分於發放時跟其銷售交易獨立入賬，收到的對價之部分公平值分配到預期所兌換的獎勵積分並遞延。於獎勵積分兌換或過期時確認為收入。

#### 2.19 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於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於權益中確認。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.19 Current and deferred income tax (Continued)

##### (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.

###### *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.

### 2 主要會計政策 (續)

#### 2.19 當期及遞延所得稅 (續)

##### (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。

###### *外在差異*

遞延所得稅乃就向附屬公司、聯營及共同安排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。



# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued) 2.19 Current and deferred income tax (Continued)

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

##### *Outside basis differences (Continued)*

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.

### 2.20 Employee benefits

#### (a) *Employee leave entitlements*

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

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

#### (b) *Bonus plan*

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

#### (c) *Pension schemes*

The Group operates the following principal defined contribution pension schemes:

##### *Occupational retirement schemes*

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

### 2 主要會計政策 (續) 2.19 當期及遞延所得稅 (續)

#### (b) *遞延所得稅 (續)*

##### *外在差異 (續)*

本集團就於附屬公司及聯營公司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。

### 2.20 僱員福利

#### (a) *僱員應享假期*

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

僱員之病假及產假不作確認，直至僱員正式休假為止。

#### (b) *獎金計劃*

本集團如有合約責任或依據過往做法產生推定責任，則確認獎金計劃之負債撥備。

#### (c) *退休金計劃*

本集團設有下列主要的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。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.20 Employee benefits (Continued)

##### (c) Pension schemes (Continued)

###### Mandatory provident funds

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

###### Others

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

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

##### (d) Long service payments

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

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

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

### 2 主要會計政策 (續)

#### 2.20 僱員福利 (續)

##### (c) 退休金計劃 (續)

###### 強制性公積金

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

###### 其他

本集團亦參與中華人民共和國（「中國」）多個市政府所管理之僱員退休金計劃。市政府承擔向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內分攤支銷。

長期服務金會予以折讓以確定其負擔之現值，並扣減本集團於定額供款計劃就本集團所作供款應佔部份。精算盈虧乃於全面收益表中扣除或計入。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。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.21 Provisions

Provisions for legal claims 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.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### 2.22 Provisions of reinstatement costs

Provision for reinstatement cost represents the present value of the estimated cost for the restoration work of the Group's leased retail shops agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the directors based on their best estimates. The related reinstatement costs, upon initial recognition, have been included as leasehold improvement in the consolidated statement of financial position (see Note 2.7).

#### 2.23 Revenue recognition

##### (a) Sale of goods – Retail

The Group operates a chain of retail stores and outlets selling designer fashion garments, cosmetics and accessories. Revenue from the sale of goods is recognised when a group entity sells a product to the customer, the point in time when the control of the goods has been transferred to the customer.

Payment of the transaction price is due immediately when the customer purchases the goods and takes delivery in the retail stores and outlets.

### 2 主要會計政策 (續)

#### 2.21 撥備

當本集團因已發生的事件而產生現有的法律或推定債務；很可能需要有資源的流出以結算債務；及金額已被可靠估計時，當就法律索償作出撥備。

如有多項類似債務，其需要在結算中有資源流出的可能性，則可根據債務的類別整體考慮。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務固有風險的評估。隨著時間過去而增加的撥備確認為利息費用。

#### 2.22 物業復原之撥備

物業復原之撥備指本集團同意於租賃零售店租約到期時所進行之復原工程的估計成本，以無風險的稅前利率估計的現值。該項撥備乃由董事根據其最佳估計釐定。相關的復原成本於初始確認後已計入綜合財務狀況表中的租賃物業裝修（見附註2.7）。

#### 2.23 收入確認

##### (a) 貨品銷售—零售

本集團經營連鎖零售店及直銷店，出售名牌時裝、化妝品及飾物。集團在貨品出售給客戶時確認產品銷售收入，即貨品控制權已轉移給客戶的時間點。

客戶在零售店及直銷店裡購買貨品並提貨時應立即支付交易價款。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.23 Revenue recognition (Continued)

##### (a) Sale of goods – Retail (Continued)

It is the Group's policy to sell its products to the end customer with a right of return within 7 days. Therefore, a refund liability (included in trade and other payables) and a right to the returned goods (included in other current assets) are recognised for the products expected to be returned. Accumulated experience is used to estimate such returns at the time of sale at a portfolio level (expected value method). Because the number of products returned has been steady for years, it is highly probable that a significant reversal in the cumulative revenue recognised will not occur. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.

##### (b) Sale of goods – customer loyalty programme (deferred revenue)

The Group operates a loyalty programme where customers accumulate points for purchases made which entitle them to discounts on future purchases. A contract liability for the award points is recognised at the time of sale. Revenue is recognised when the points are redeemed or expired.

#### 2.24 Interest income

Interest income is presented as "other income" in the consolidated income statement, where it is earned from financial assets that are held for cash management purposes.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

#### 2.25 Rental income

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

#### 2.26 Management fee and commission income

Management fee and commission income is recognised over time on a straight-line basis over the period when the services are rendered.

### 2 主要會計政策 (續)

#### 2.23 收入確認 (續)

##### (a) 貨品銷售–零售 (續)

本集團向最終客戶出售的貨品附有於7天內退貨的權利。因此對於預計退回的產品，本集團確認退款負債（計入應付貿易賬項和其他應付賬項）和收回退貨貨品的權利（計入其他流動資產）。當出售貨品時，本集團根據累積的經驗以組合為基礎對退回貨品作出估計（通過預期價值法）。由於退回貨品的數量多年保持穩定，所以本集團已確認的累計收入極可能不會發生重大轉回。本集團於每一報告日重新評估該項假設的有效性和預計的退貨金額。

##### (b) 貨品銷售–忠誠客戶計劃 (遞延收入)

本集團設有一項忠誠客戶計劃，客戶向集團購物可累積積分以作日後折扣之用。積分於產品銷售時確認為合同負債。積分收入在積分兌換時或到期時確認。

#### 2.24 利息收益

出於現金管理目的而持有的金融資產的利息收益於綜合收益表中列示為其他收益。

金融資產利息收益按實際利率乘以金融資產賬面總額計算，其後會發生信貸減值的金融資產除外。發生信貸減值的金融資產的利息收益按實際利率乘以金融資產賬面價值減去損失撥備後的淨額計算。

#### 2.25 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。

#### 2.26 管理費及佣金收益

管理費及佣金收入於提供服務期間按直線法確認。

# JOYCE

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

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### 2.27 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.

#### 2.28 Dividend distribution

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

#### 2.29 Financial guarantee

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under HKFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

### 2 主要會計政策 (續)

#### 2.27 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。

#### 2.28 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。

#### 2.29 財務擔保合同

財務擔保合同於簽發時確認為金融負債。金融負債初始以公平值計量，其後按以下兩者中的較高者計量：

- 根據香港財務報告準則第9號「金融工具」下的預期信貸損失模型確定的金額，及
- 初始確認金額減去根據香港財務報告準則第15號「客戶合同收入」的原則確認的累計收入金額（若適用）。

財務擔保的公平值是基於債務工具規定的合同價款與不提供擔保時需支付價款之明間的現金流量差額的現值，或應向履行義務的第三方支付的金額予以確定。

若擔保是為合營企業的貸款或其他應付款無償提供的，則該等擔保的公平值應作為資本投入進行會計處理並計入投資成本。

# JOYCE

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

### 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 People's Republic of China ("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.

At 31 March 2019, 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\$2,630,000 lower/higher (2018: HK\$10,666,000 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 credit risk of the Group mainly arises from bank balances, trade and other receivables and deposits. The carrying amounts of these balances in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to financial assets.

### 3 金融風險管理

#### 3.1 金融風險因素

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

##### (i) 外匯風險

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

於二〇一九年三月三十一日，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2,630,000元（二〇一八年：減少/增加港幣10,666,000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元的匯率變動輕微，其外匯風險甚低。

##### (ii) 信貸風險

信貸風險主要源於銀行結餘、貿易及其他應收賬項和訂金。該等結餘於綜合財務狀況表內的賬面值為本集團與金融資產相關的最大信貸風險。



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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)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of debtor/customer;
- significant increases in credit risk on other financial instruments of the same customer; and
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (ii) 信貸風險 (續)

本集團於初始確認資產時考慮資產的違約概率，以及在各報告期內均考慮信貸風險是否持續大幅增加。為評估信貸風險是否顯著增加，本集團將資產於報告日期發生違約的風險與初始確認日期的違約風險進行比較。集團考慮已有之合理及有支持性的前瞻性資料。

以下指標特別包含在內：

- 內部信貸評級；
- 外部信貸評級；
- 預期會導致客戶履行其義務之能力發生重大變化的商業，金融或經濟狀況上的實際或預期重大不利改變；
- 債務人或客戶於實際或預期經營業績的重大改變；
- 同一客戶的其他金融工具的信貸風險顯著增加；及
- 客戶的預期表現和行為發生重大變化，包括本集團客戶付款狀況的變化以及客戶經營業績的變化。

# JOYCE

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

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (ii) Credit risk (Continued)

###### (a) Credit risk of bank balances

To manage this risk arising from bank deposits, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has been no recent history of default in relation to these financial institutions. The expected credit loss of bank balances is close to zero.

###### (b) Credit risk of trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group considers the credit risk characteristics and the days past due to measure the expected credit losses. Given there is no history of significant defaults from these trade receivables and insignificant impact from forward-looking estimates, the expected loss rate for trade receivables is close to zero and no loss allowance was made as at 1 April 2018 and 31 March 2019.

The Group's trade receivables comprise receivables from credit card companies for retail sales settled by credit cards and receivable from a fellow subsidiary for consignment sales.

The Group monitors the trade receivables individually due to the concentration of credit risk. Based on historical repayment trend, there is no correlation between the risk of default occurring and the collection past-due status as long as there is no significant change in the credit rating of the customers. Historically, the Group's loss arising from risk of default and time value of money is negligible.

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (ii) 信貸風險 (續)

###### (a) 銀行結餘的信貸風險

為管理銀行存款產生的風險，本集團僅與信譽良好的商業銀行進行交易，而這些銀行均為信譽良好的金融機構。這些金融機構近期均沒有違約記錄。銀行結餘的預期信貸損失近乎零。

###### (b) 貿易應收賬項的信貸風險

本集團採用香港財務報告準則第9號所允許的簡化方法，以所有貿易應收賬項的全期預期虧損為預期信貸虧損作撥備。本集團考慮信貸風險特徵及逾期日數以計量預期的信貸虧損。鑑於此等貿易應收賬項並無重大違約記錄及前瞻性估計並無重大影響，於二〇一八年四月一日及二〇一九年三月三十一日，貿易應收賬項的預期損失率近乎零，且無作任何損失準備。

本集團的貿易應收賬項包括來自以信用卡結算零售銷售之信用卡公司應收賬項，以及同系附屬公司的應收寄售銷售。

由於信貸風險集中，本集團個別監察貿易應收賬項。根據以往的還款趨勢，只要客戶的信貸評級沒有重大變化，違約風險與收款逾期狀態之間並無相關性。從歷史上看，本集團可省略不計於違約風險和貨幣的時間價值所產生的損失。



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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)

###### (b) Credit risk of trade receivables (Continued)

Previous accounting policy for impairment of trade receivables

In the prior year, the impairment of trade receivables was assessed based on the incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. The other receivables were assessed collectively to determine whether there was objective evidence that an impairment had been incurred but not yet been identified. For these receivables the estimated impairment losses were recognised in a separate provision for impairment. The Group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor;
- probability that the debtor will enter bankruptcy or financial reorganisation; and
- default or late payments (more than 1 year overdue).

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

###### (c) Credit risk of other receivables and deposits

For other financial assets at amortised cost, including other receivables and deposits, management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses which is close to zero.

Impairment losses on other financial assets at amortised cost are presented as net impairment losses within operating loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (ii) 信貸風險 (續)

###### (b) 貿易應收賬項的信貸風險 (續)

以往的貿易應收賬項減值會計政策

去年，本集團基於已發生損失模型對應收賬項進行減值評估。已知無法收回的應收賬項通過直接減少帳面價值予以核銷。其他應收賬項進行統一評估，以確定是否存在客觀證據表明已發生尚未識別的減值。對於這些應收賬項，其經評估後的減值損失計入單獨的減值撥備中。本集團認為出現以下任一跡象即表明存在減值證據：

- 債務人面臨重大財務困難；
- 債務人很可能破產或進行財務重組；及
- 違約或逾期付款（逾期超過1年）。

對於已確認減值撥備的應收賬項，當本集團預計無法收回更多的現金時，則核銷該項應收賬項。

###### (c) 其他應收賬項及訂金的信貸風險

至於包括其他應收賬項及訂金此等以攤銷成本計量的其他金融資產，管理層經參考交易對手過往的違約率和當前的財務狀況後認為，其信貸風險並未在初始確認後顯著增加。近乎零的減值撥備乃根據12個月預期信貸虧損而釐定。

按攤銷成本計算的其他金融資產之減值虧損在營業虧損中列報為減值損失淨額。其後收回的之前沖銷金額貸記入相同的項目中。

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

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (iii) Liquidity risk

Liquidity risk is the risk that funds will not be available to meet liabilities as and when they fall due, and it results from amount and maturity mismatches of assets and liabilities. Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. The Group had aggregate borrowing facilities of approximately HK\$254,800,000 as at 31 March 2019 (2018: HK\$254,800,000). Borrowing facilities utilised as at 31 March 2019 amounted to approximately HK\$9,495,000 (2018: HK\$10,775,000). The banking facilities were secured by corporate guarantees from the Company.

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

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (iii) 流動資金風險

流動資金風險為資金未能應付到期債項之風險，因資產及負債之金額及年期錯配所致。審慎流動資金風險管理包括維持足夠的現金、由足額的已承諾信貸額提供可用的資金、及有能力結束市場倉位。本集團使用預測現金流分析管理信貸風險，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。於二〇一九年三月三十一日，本集團之可動用借貸總額約為港幣254,800,000元（二〇一八年：港幣254,800,000元）。於二〇一九年三月三十一日，已動用的借貸總額約為港幣9,495,000元（二〇一八年：港幣10,775,000元）。銀行信貸以本公司之企業擔保作保證。

下表顯示本集團金融負債的合約到期日。

		Within 1 year or on demand 一年以下	
		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Trade and bills payables	應付貿易賬項及應付票據	64,268	56,414
Other payables	其他應付賬項	31,168	32,134
Amount due to an associate	應付聯營公司款項	7,829	6,181
Total	總額	103,265	94,729

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

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (iii) Liquidity risk (Continued)

The table below analyses the Group's derivative financial instruments which will be settled on a gross basis into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 一年以下 HK\$'000 港幣千元	Over 1 year 一年以上 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2019	二〇一九年三月三十一日			
Forward foreign exchange contracts – not for hedge	遠期外匯合約 – 不用作對沖			
Inflows	流入	42,624	–	42,624
Outflows	流出	(48,308)	–	(48,308)
At 31 March 2018	二〇一八年三月三十一日			
Forward foreign exchange contracts – not for hedge	遠期外匯合約 – 不用作對沖			
Inflows	流入	153,057	39,497	192,554
Outflows	流出	(150,541)	(39,916)	(190,457)

##### (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 2019, if interest rates on the bank deposits had been 10 basis points (2018: 10 basis points) higher/lower with all other variables held constant, pre-tax loss for the year would have been HK\$349,000 lower/higher (2018: HK\$341,000 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)

下表乃根據於財務狀況表的結算日至合約到期日餘下期間對本集團將以總額基準結算之衍生金融工具按有關到期組別之分析。表中所披露金額為合約未貼現現金流量。

##### (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。在二〇一九年三月三十一日，假若銀行存款利率高出/低了10基點(二〇一八年: 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349,000元(二〇一八年: 減少/增加港幣341,000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 asset and liability that were measured at fair value as at 31 March 2019.

		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
Asset	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	-	-	1,154	1,154
Liability	負債				
Financial derivative liabilities	衍生金融負債	-	5,684	-	5,684

### 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二〇一九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 2018.

		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	-	-	1,231	1,231
Financial derivative assets	衍生金融資產	-	3,081	-	3,081
		-	3,081	1,231	4,312
Liability	負債				
Financial derivative liabilities	衍生金融負債	-	984	-	984

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.

There were no transfers between level 1, 2 and 3 during the year ended 31 March 2019 (2018: Nil).

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

- 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS  
Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 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二〇一八年三月三十一日計量的公平值。

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

如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具列入第三層。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。

截至二〇一九年三月三十一日止年度，第一層，第二層和第三層之間並沒有轉移（二〇一八年：無）。

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。

- 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。

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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)

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 judgements and estimates.

Management judgement 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.

### 4 關鍵會計估計及判斷 (續)

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年度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。

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。



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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)

#### (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.

#### (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.

#### (e) Fair value of financial derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair values. 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.

As at 31 March 2019, the Group did not designate any derivatives as hedging instruments.

### 4 關鍵會計估計及判斷（續）

#### (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。

#### (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。

#### (e) 衍生金融工具之公平值

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

於二〇一九年三月三十一日，本集團沒有指定任何衍生工具為對沖工具。



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

### 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:

### 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：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Sale of goods – recognised at a point in time	貨品銷售 – 按時間點確認	842,419	860,701

#### (a) Assets and liabilities related to contracts with customers

There is no assets related to contracts with customers as at 1 April 2018 and 31 March 2019. The Group has recognised the following liabilities related to contracts with customers:

#### (a) 與客戶合同有關的資產和負債

於二〇一八年四月一日及二〇一九年三月三十一日，並沒有與客戶合同有關的資產。本集團已確認以下與客戶合約有關的負債：

		31 March 2019 二〇一九年 三月三十一日 HK\$'000 港幣千元	1 April 2018 二〇一八年 四月一日 HK\$'000 港幣千元
Contract liabilities	合約負債		
– Receipt in advance for retail sales of goods	– 貨品零售之預收款項	13,242	18,447
– Customer loyalty programme	– 忠誠客戶計劃	5,492	5,160
		<b>18,734</b>	23,607

#### (b) Significant changes in contract liabilities

Contract liabilities have been decreased by HK\$4,873,000 mainly due to decrease in receipt in advance.

#### (b) 合約負債之重大改變

合約負債減少港幣4,873,000元，主要由於預收款項減少所致。

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

### 5 REVENUE AND SEGMENT INFORMATION (Continued)

#### (c) Revenue recognised in relation to contract liabilities

Revenue recognised in relation to contract liabilities for the year ended 31 March 2019 related to brought forward contract liabilities as at 1 April 2018 are as follows:

### 5 收入及分部資料(續)

#### (c) 與合約負債有關的已確認收入

截至二〇一九年三月三十一日止年度，與於二〇一八年四月一日的結轉合約負債有關的已確認收入如下：

	<b>31 March 2019</b> 二〇一九年 三月三十一日 <b>HK\$'000</b> 港幣千元
Revenue recognised in relation to contract liabilities as at 1 April 2018	
- Receipt in advance for retail sales of goods	<b>18,447</b>
- Customer loyalty programme	<b>5,160</b>
	<b>23,607</b>

There is no revenue recognised in relation to contract liabilities for performance obligation satisfied on or before 1 April 2018.

於二〇一八年四月一日或之前，並無就已履約之合約負債確認收入。

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

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。

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

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。

Segment operating loss represents the loss incurred by each segment before finance costs, income tax expense/ (credit) and share of (loss)/profit of an associate. This is the measurement basis reported to the management for the purpose of resource allocation and assessment of segment performance.

分部營業虧損指各分部所引起之虧損未計融資成本、所得稅費用/(抵免)及所佔聯營公司(虧損)/盈利，並以此計量基準向管理層匯報以作資源分配及評估分部表現之用。

# JOYCE

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

- 5 REVENUE AND SEGMENT INFORMATION (Continued)  
An analysis of the Group's reportable segment revenue and operating (loss)/profit 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)/盈利分析列述如下:

		2019 二〇一九年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue – recognised at a point in time	收入—按時間點確認	744,208	97,334	877	842,419
Operating (loss)/profit	營業(虧損)/盈利	(14,592)	69	(5,538)	(20,061)
Finance costs	融資成本				(4)
Share of loss of an associate	所佔聯營公司虧損				(1,938)
Loss before income tax	除稅前虧損				(22,003)
Income tax expense	所得稅費用				(289)
Loss attributable to owners of the Company	公司股東應佔虧損				(22,292)
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	3,190	1,925	-	5,115
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	13,995	3,463	-	17,458
Segment loss on disposal/write-off property, plant and equipment	分部物業、廠房及設備出售虧損/撤銷	124	83	-	207
Segment impairment charge on property, plant and equipment	分部物業、廠房及設備減值	1,847	-	-	1,847
Segment provision for impairment of inventories	分部存貨減值撥備	78	1,249	-	1,327

\* Note that all the revenue is to external customers.

\* 所有收入均源於外界客戶。

# JOYCE

## 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 and deferred income tax assets, of which are managed on a central basis. Liabilities of reportable segments exclude amount due to an associate.

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

- 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。

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：

		2019 二〇一九年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Segment assets	分部資產	500,242	133,734	2,779	636,755
Unallocated:	未分配資產：				
Interest in an associate	於聯營公司的權益				8,529
Deferred income tax assets	遞延所得稅資產				6,650
Total assets	資產總額				<b>651,934</b>

An analysis of the Group's reportable segment liabilities 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負債列述如下：

		2019 二〇一九年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Segment liabilities	分部負債	161,537	28,492	1,100	191,129
Unallocated:	未分配負債：				
Amount due to an associate	應付聯營公司款項				7,829
Total liabilities	負債總額				<b>198,958</b>

# 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 during 2018 is as follows:

5 收入及分部資料(續)  
茲將本集團二〇一八年內按地域分部而劃分的收入及營業虧損列述如下:

		2018 二〇一八年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue	收入	763,608	90,681	6,412	860,701
Operating loss	營業虧損	(50,658)	(2,437)	(5,396)	(58,491)
Finance costs	融資成本				(11)
Share of profit of an associate	所佔聯營公司盈利				3,111
Loss before income tax	除稅前虧損				(55,391)
Income tax credit	所得稅抵免				666
Loss attributable to owners of the Company	公司股東應佔虧損				(54,725)
Other segment information	其他分部資料				
Segment capital expenditures	分部資本性開支	7,328	1,606	-	8,934
Segment depreciation of property, plant and equipment	分部物業、廠房及設備折舊	17,697	3,390	580	21,667
Segment impairment charge on property, plant and equipment	分部物業、廠房及設備減值	1,697	-	1,569	3,266
Segment (utilisation of provision for)/ provision for impairment of inventories	分部存貨(撥備動用)/減值撥備	(18,139)	(7,148)	306	(24,981)
Segment reversal of provision for onerous contract	分部虧損性合約之撥備回撥	-	(5,808)	-	(5,808)

\* 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.

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。

# 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 assets by geographical location during 2018 is as follows:

- 5 收入及分部資料(續)  
茲將本集團二〇一八年內按地域分部而劃分的有關報告分部資產列述如下:

		2018 二〇一八年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Segment assets	分部資產	536,736	120,238	12,556	669,530
Unallocated:	未分配資產:				
Interest in an associate	於聯營公司的權益				10,472
Current income tax recoverable	本期所得稅抵免				99
Deferred income tax assets	遞延所得稅資產				6,603
Total assets	資產總額				686,704

An analysis of the Group's reportable segment liabilities by geographical location during 2018 is as follows:

茲將本集團二〇一八年內按地域分部而劃分的有關報告分部負債列述如下:

		2018 二〇一八年			
		Hong Kong 香港	PRC 中國	Others 其他	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Segment liabilities	分部負債	163,445	32,160	1,488	197,093
Unallocated:	未分配負債:				
Amount due to an associate	應付聯營公司款項				6,181
Total liabilities	負債總額				203,274

Non-current assets, other than financial instruments and deferred income tax assets are analysed by geographical location as follows:

除金融工具和遞延所得稅資產以外的長期資產按地理列述如下:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Hong Kong	香港	28,706	41,483
PRC	中國	2,450	4,254
		31,156	45,737

# JOYCE

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

### 6 OTHER INCOME

### 6 其他收益

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Interest income	利息收益	5,369	1,503
Management fee income	管理服務收益	2,666	1,301
Consignment commission	寄銷佣金	402	1,473
Rental income	租金收益	29,528	32,686
Sample and sundry sales	樣辦及雜項銷售	353	264
		<b>38,318</b>	37,227

### 7 EXPENSES BY NATURE

### 7 費用種類

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Cost of inventories	存貨成本	425,094	474,818
Provision for/(utilisation of provision for) impairment of inventories	存貨撥備/(撥備動用)	1,327	(24,981)
		<b>426,421</b>	449,837
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	17,458	21,667
Impairment charge on property, plant and equipment (Note 14)	物業、廠房及設備減值(附註14)	1,847	3,266
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	202,817	215,078
– contingent rents	– 或然租金	16,796	17,314
Auditor's remuneration	核數師酬金	900	802
Loss on disposal/write-off of property, plant and equipment	物業、廠房及設備出售虧損/撇銷	207	–
Net exchange (gains)/losses	匯兌(盈利)/虧損淨額	(1,530)	5,371
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	135,781	150,958
Pension costs – defined contribution schemes	退休金成本—界定供款計劃	7,932	7,493
		<b>143,713</b>	158,451
Other expenses	其他費用	84,729	88,923
		<b>893,358</b>	960,709



# JOYCE

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

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

### 8 其他淨(虧損)/收入

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Fair value loss 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(附註18)	(77)	(3,615)
Reversal of provision for onerous contract	虧損性合約之撥備回撥	-	5,808
Net fair value (losses)/gains from financial derivatives	衍生金融工具之公平值(虧損)/盈利淨額	(7,363)	2,097
		(7,440)	4,290

### 9 FINANCE COSTS

### 9 融資成本

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Interest on bank overdrafts	銀行貸款透支的利息	4	11

### 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 Benefits 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 2019 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,截至二〇一九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 名稱	Fee 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼及 實物福利 HK\$'000 港幣千元	Discretionary bonuses and/or performance- related bonuses 非硬性及/或 按業績而定的 花紅 HK\$'000 港幣千元		Pension scheme contributions 退休金計劃 供款 HK\$'000 港幣千元	2019 Total 二〇一九年 總額 HK\$'000 港幣千元
<b>Director</b>	<b>董事</b>					
Mr. Antonio Chan#	陳思孝先生#	55	-	-	-	55
Mr. Lo Kai Kin#	羅啟堅先生#	45	-	-	-	45
Mr. Ng Tze Yuen#	吳梓源先生#	45	-	-	-	45
<b>Chief executive</b>	<b>行政總裁</b>					
Mr. Andrew D.F. Keith	Andrew D.F. Keith先生	-	1,388	1,454	106	2,948

# An independent non-executive director

# 獨立非執行董事

# JOYCE

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

### 10 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 2018 are set out below:

Name 名稱	Fee 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼及 實物福利 HK\$'000 港幣千元	Discretionary bonuses and/or performance- related bonuses 非硬性及/或 按業績而定的 花紅 HK\$'000 港幣千元	Pension scheme contributions 退休金計劃 供款 HK\$'000 港幣千元	2018 Total 二〇一八年 總額 HK\$'000 港幣千元	
<b>Director</b>	<b>董事</b>					
Mr. Antonio Chan#	陳思孝先生#	55	-	-	55	
Mr. Lo Kai Kin#	羅啟堅先生#	45	-	-	45	
Mr. Ng Tze Yuen#	吳梓源先生#	45	-	-	45	
<b>Chief executive</b>	<b>行政總裁</b>					
Mr. Andrew D.F. Keith	Andrew D.F. Keith先生	-	1,362	1,232	104	2,698

# 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 2018 and 2019.

No directors of the Company waived or returned any emoluments and no emoluments were paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or as a compensation for loss of office as a director (2018: Nil).

#### (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 (2018: 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)

截至二〇一八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 名稱	Fee 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼及 實物福利 HK\$'000 港幣千元	Discretionary bonuses and/or performance- related bonuses 非硬性及/或 按業績而定的 花紅 HK\$'000 港幣千元	Pension scheme contributions 退休金計劃 供款 HK\$'000 港幣千元	2018 Total 二〇一八年 總額 HK\$'000 港幣千元	
<b>Director</b>	<b>董事</b>					
Mr. Antonio Chan#	陳思孝先生#	55	-	-	55	
Mr. Lo Kai Kin#	羅啟堅先生#	45	-	-	45	
Mr. Ng Tze Yuen#	吳梓源先生#	45	-	-	45	
<b>Chief executive</b>	<b>行政總裁</b>					
Mr. Andrew D.F. Keith	Andrew D.F. Keith先生	-	1,362	1,232	104	2,698

# 獨立非執行董事

截至二〇一八年及二〇一九年三月三十一日止年度，除上述所列的董事外，本公司並無其他董事自本集團收取任何酬金。

概無本公司董事放棄或退回任何酬金，亦無本集團向本公司任何董事支付任何酬金作為加入本集團的誘因或於加入後的獎金或作為董事離職的補償（二〇一八年：無）。

#### (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（二〇一八年：無）。

# 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)

#### (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 (2018: Nil).

#### (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 (2018: 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 (2018: Nil).

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

Except for those disclosed in Note 26, 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 (2018: Nil).

#### (g) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include no directors (2018: Nil), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2018: 5) highest paid individuals during the year are as follows:

### 10 董事及高級管理人員利益及權益 (續)

#### (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(二〇一八年:無)。

#### (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(二〇一八年: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

年內沒有向董事、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(二〇一八年: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，概無本公司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(二〇一八年: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(二〇一八年:無)，其酬金詳情已載於上文附註10(a)。五名(二〇一八年:五名)最高薪酬僱員之酬金如下:

	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	9,825	9,754
Discretionary bonuses and/or performance-related bonuses 非硬性及/或按業績而定的花紅	2,583	3,142
Pension scheme contributions 退休金計劃供款	402	474
	<b>12,810</b>	<b>13,370</b>

# 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 individuals** (Continued)

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

		Number of employees 僱員人數	
		2019 二〇一九年	2018 二〇一八年
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	3	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	-	2
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	-
		<b>5</b>	<b>5</b>

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

The emoluments fell within the following bands:

		Number of Individual 僱員人數	
		2019 二〇一九年	2018 二〇一八年
Bands	級別		
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		<b>1</b>	<b>1</b>

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:

**(h) 行政總裁之酬金級別如下:**

酬金級別如下:

11 INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax and PRC corporate income tax have not been provided for as the Group has no estimated assessable profit for the year ended 31 March 2019 (2018: Nil).

Overseas income tax has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

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

11 所得稅費用/(抵免)

由於本集團並無估計應課稅利潤，因此在二〇一九年三月三十一日止年度並無就香港所得稅及中國企業所得稅作出任何撥備(二〇一八年:無)。

海外所得稅乃按本集團經營所在國家之現行稅率按年度估計應課稅利潤計算。

(a) 從綜合收益表內扣除/(計入)的稅項金額為:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Current income tax	本期所得稅		
- Hong Kong profits tax	- 香港所得稅	-	-
- Overseas income tax	- 海外所得稅	18	-
- Over-provision in prior years	- 以往年度撥備的高估	-	(13)
Deferred income tax (Note 24)	遞延所得稅 (附註24)	271	(653)
		<b>289</b>	<b>(666)</b>

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

- 11 INCOME TAX EXPENSE/(CREDIT) (Continued)  
(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)  
(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：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Loss before income tax	除稅前虧損	<b>(22,003)</b>	(55,391)
Calculated at a taxation rate of 16.5% (2018: 16.5%)	按16.5%稅率計算之稅項 (二〇一八年: 16.5%)	<b>(3,630)</b>	(9,139)
Effect of different taxation rate in other jurisdictions	其他司法區不同稅率之影響	<b>(239)</b>	45
Effect of share of loss/(profit) of an associate	所佔聯營公司虧損／(盈利) 之影響	<b>320</b>	(513)
Expenses not deductible for taxation purpose	不可扣稅之支出	<b>887</b>	773
Income not subject to tax	無須課稅之收入	<b>(926)</b>	(381)
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	<b>3,877</b>	8,562
Over-provision in prior years	以往年度撥備的高估	<b>-</b>	(13)
Income tax expense/(credit)	所得稅費用／(抵免)	<b>289</b>	(666)

- 12 DIVIDENDS  
No dividends were proposed during the year ended 31 March 2019 (2018: Nil).  
  
The Board has resolved not to declare any dividend for the year ended 31 March 2019 (2018: Nil).
- 12 股息  
截至二〇一九年三月三十一日年度止期間沒有建議派發股息(二〇一八年:無)。  
  
董事已議決就截至二〇一九年三月三十一日止年度宣布不派發任何股息(二〇一八年: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 approximately HK\$22,292,000 (2018: loss of HK\$54,725,000) and the weighted average number of ordinary shares of 1,624,000,000 (2018: 1,624,000,000) shares in issue during the year.  
  
Diluted loss per share was equal to basic loss per share as there was no dilutive potential share outstanding for each of the years ended 31 March 2019 and 2018.
- 13 每股虧損  
每股基本虧損乃按是年公司股東應佔虧損約港幣22,292,000元(二〇一八年:虧損港幣54,725,000元)及是年一直皆已發行的1,624,000,000股(二〇一八年:1,624,000,000股)普通股加權平均數而計算。  
  
由於本公司截至二〇一九年及二〇一八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 2018	二〇一八年三月三十一日				
Opening net book value	期初賬面淨值	39,844	21,461	-	61,305
Additions	添置	5,250	3,684	-	8,934
Depreciation (Note 7)	折舊(附註7)	(15,628)	(6,039)	-	(21,667)
Impairment charge (Note 7)	減值(附註7)	(2,542)	(724)	-	(3,266)
Exchange differences	匯兌差額	348	83	-	431
Closing net book value	期終賬面淨值	27,272	18,465	-	45,737
At 31 March 2018	二〇一八年三月三十一日				
Cost	成本	172,160	106,264	1,220	279,644
Accumulated depreciation	累計折舊	(142,929)	(86,674)	(1,220)	(230,823)
Accumulated impairment	累計減值	(1,959)	(1,125)	-	(3,084)
Net book value	賬面淨值	27,272	18,465	-	45,737
<b>Year ended 31 March 2019</b>	<b>二〇一九年三月三十一日</b>				
<b>Opening net book value</b>	<b>期初賬面淨值</b>	<b>27,272</b>	<b>18,465</b>	<b>-</b>	<b>45,737</b>
<b>Additions</b>	<b>添置</b>	<b>4,469</b>	<b>646</b>	<b>-</b>	<b>5,115</b>
<b>Disposal/write-off</b>	<b>出售/撇銷</b>	<b>(83)</b>	<b>(124)</b>	<b>-</b>	<b>(207)</b>
<b>Depreciation (Note 7)</b>	<b>折舊(附註7)</b>	<b>(13,183)</b>	<b>(4,275)</b>	<b>-</b>	<b>(17,458)</b>
<b>Impairment charge (Note 7)</b>	<b>減值(附註7)</b>	<b>(1,671)</b>	<b>(176)</b>	<b>-</b>	<b>(1,847)</b>
<b>Exchange differences</b>	<b>匯兌差額</b>	<b>(136)</b>	<b>(48)</b>	<b>-</b>	<b>(184)</b>
<b>Closing net book value</b>	<b>期終賬面淨值</b>	<b>16,668</b>	<b>14,488</b>	<b>-</b>	<b>31,156</b>
At 31 March 2019	二〇一九年三月三十一日				
Cost	成本	161,560	103,244	1,220	266,024
Accumulated depreciation	累計折舊	(141,541)	(87,562)	(1,220)	(230,323)
Accumulated impairment	累計減值	(3,351)	(1,194)	-	(4,545)
Net book value	賬面淨值	16,668	14,488	-	31,156

Depreciation expenses of approximately HK\$15,569,000 (2018: HK\$19,524,000) has been charged in "direct costs and operating expenses" and HK\$1,889,000 (2018: HK\$2,143,000) in "administration expenses" respectively.

折舊費用其中約港幣15,569,000元(二〇一八年:港幣19,524,000元)在「直接成本及營業費用」中支銷,港幣1,889,000元(二〇一八年:2,143,000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 AND PREPAYMENTS

### 15 訂金及預付費用

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Deposits	訂金	70,778	73,111
Prepayments	預付費用	2,929	3,478
		<b>73,707</b>	76,589
Less: Current portion	減：本期部分	<b>(33,884)</b>	(17,787)
Non-current portion	長期部分	<b>39,823</b>	58,802

The carrying amounts of deposits and prepayments approximate its fair value.

訂金及預付費用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

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Trade receivables	貿易應收賬項	23,611	42,585
Other receivables	其他應收賬項	1,524	1,447
		<b>25,135</b>	44,032

Included in trade and other receivables are trade receivables with an ageing analysis based on invoice date at 31 March 2019 as follows:

於二〇一九年三月三十一日的貿易及其他應收賬項內所包括的貿易應收賬項按發票日期的賬齡分析列述如下：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Within 30 days	三十日內	22,805	41,387
Between 31 to 60 days	三十一日至六十日	382	961
Between 61 to 90 days	六十一日至九十日	125	76
Over 90 days	九十日以上	299	161
		<b>23,611</b>	42,585



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

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

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Hong Kong dollars	港元	20,958	38,082
Others	其他	2,653	4,503
		<b>23,611</b>	<b>42,585</b>

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

本集團有既定的信貸政策，一般允許的信用期為零至六十日不等。

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9. These receivables relate to certain customers that are financially viable. The expected losses rate is minimal, given there is no history of significant defaults from customers and insignificant impact from forward-looking estimates. As at 31 March 2019, the directors of the Company were of the opinion that no provision for loss allowance were necessary.

本集團採用簡化方法按香港財務報告準則第9號所規定的預期信貸虧損作撥備。該等應收賬項與若干客戶的財務可行性有關。鑑於沒有來自客戶的重大違約記錄以及來自前瞻性估計的不重大影響，預期損失率很小。於二〇一九年三月三十一日，本公司董事認為無須就虧損作出撥備準備。

Included in trade and other receivables is an amount due from a fellow subsidiary amounted to approximately HK\$10,302,000 (2018: HK\$22,573,000). The amount is unsecured, interest-free and repayable in accordance to the Group's established credit policies.

包括在貿易及其他應收賬項中的約港幣10,302,000元(二〇一八年:港幣22,573,000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

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
At beginning of the year	於年初	10,472	7,290
Share of (loss)/profit of an associate	所佔聯營公司(虧損)/盈利	(1,938)	3,111
Exchange differences	匯兌差額	(5)	71
At end of the year	於年末	<b>8,529</b>	<b>10,472</b>

At 31 March 2019 and 2018, the particulars of the associate are as follows:

於二〇一九年及二〇一八年三月三十一日，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.

- 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。

### Summarised statement of financial position

### 摘要財務狀況表

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Current assets	流動資產	34,983	52,420
Current liabilities	流動負債	(19,996)	(34,665)
Non-current assets	非流動資產	2,419	3,616
Net assets	資產淨值	17,406	21,371

### Summarised income statement

### 摘要收益表

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Income	收益	82,719	95,367
Expense	支出	(86,674)	(89,018)
(Loss)/gain before income tax	除稅前（虧損）／盈利	(3,955)	6,349
Income tax expense	所得稅費用	-	-
(Loss)/profit after income tax	除稅後（虧損）／盈利	(3,955)	6,349
Proportionate interest in an associate's operating lease commitments	按比例應佔聯營公司經營租賃承擔	6,355	9,227

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

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Net assets	資產淨值	17,406	21,371
Interest in an associate (49%)	於聯營公司的權益（49%）	8,529	10,472

As at 31 March 2019 and 2018, there are no contingent liabilities relating to the Group's interest in its associate, and no contingent liabilities of the entity itself.

於二〇一九年及二〇一八年三月三十一日，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。

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
At beginning of the year	於年初	1,231	4,846
Fair value loss 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(附註8)	(77)	(3,615)
At end of the year	於年末	1,154	1,231

### 19 FINANCIAL DERIVATIVE ASSETS/LIABILITIES

### 19 衍生金融資產／負債

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
<b>Assets</b>			
Forward foreign exchange contracts	資產 外匯期貨合約	-	3,081
<b>Liabilities</b>			
Forward foreign exchange contracts	負債 外匯期貨合約	5,684	984
Less: Current portion	減：本期部分	(5,684)	(565)
Non-current portion	長期部分	-	419

As at 31 March 2019, derivative financial instruments mainly represented foreign exchange forward contracts and the amounts are denominated in Euro.

於二〇一九年三月三十一日，衍生金融工具主要是以歐元為幣值之外匯期貨合約。

The notional principal amount of the outstanding foreign exchange forward contract at 31 March 2019 is EUR4,840,000 (2018: EUR19,615,000). This foreign exchange forward contract is held for trading and is expected to mature within 3 months (2018: 15 months).

於二〇一九年三月三十一日，未使用之外匯期貨合約之名義上本金總值為歐元4,840,000元（二〇一八年：歐元19,615,000元）。此外匯期貨合約乃用作投資，並預期於三個月內到期（二〇一八年：十五個月）。

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

### 20 CASH AND CASH EQUIVALENTS

### 20 現金及現金等值項目

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及庫存現金	162,634	220,899
Short-term bank deposits	短期銀行存款	186,792	119,935
		<b>349,426</b>	340,834

The effective interest rate on short-term bank deposits was 2.7% (2018: 1.3%) per annum; these deposits have average maturities of 80 days (2018: 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2.7厘(二〇一八年: 1.3厘); 此等存款的平均到期日為80天(二〇一八年: 90天)。本集團的現金及現金等值項目以下列貨幣為單位:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Hong Kong dollars	港元	87,723	107,606
United States dollars	美元	159,545	155,686
Renminbi	人民幣	88,864	67,385
Others	其他	13,294	10,157
		<b>349,426</b>	340,834

### 21 OTHER PAYABLES AND ACCRUALS AND CONTRACT LIABILITIES

### 21 其他應付賬項及應計項目及合約負債

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Other payables and accruals	其他應付賬項及應計項目	102,125	139,695
Contract liabilities (Note 5(a))	合約負債(附註5(a))	18,734	-
Less: non-current portion	減: 長期部分	(6,913)	(7,922)
Current portion	本期部分	<b>113,946</b>	131,773

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

### 21 OTHER PAYABLES AND ACCRUALS AND CONTRACT LIABILITIES (Continued)

Other payables and accruals comprises:-

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Provision for staff salaries and bonus	員工薪酬及花紅撥備	16,397	30,436
Provision for reinstatement costs	物業復原之撥備	19,332	18,013
Unamortised rental incentive	未攤銷之租金優惠	19,444	17,902
Provision for long service payment	長期服務金之撥備	6,913	7,922
Other tax payables	其他應付稅項	8,871	9,681
Receipt in advance for retail sales of goods	貨品銷售之預收款項	-	18,447
Customer loyalty programme	忠誠客戶計劃	-	5,160
Others	其他	31,168	32,134
		<b>102,125</b>	139,695

The carrying amounts of the Group's other payables and accruals and contract liabilities approximate their fair value and are denominated in the following currencies:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Hong Kong dollars	港元	98,684	112,487
Renminbi	人民幣	21,080	26,180
Others	其他	1,095	1,028
		<b>120,859</b>	139,695

Included in other payables and accruals are amounts due to related parties amounted to approximately HK\$7,829,000 (2018: HK\$9,885,000). The amounts are unsecured, interest free and repayable in accordance to the Group's established credit policies.

### 21 其他應付賬項及應計項目及合約負債(續)

其他應付賬項及應計項目包括：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Provision for staff salaries and bonus	員工薪酬及花紅撥備	16,397	30,436
Provision for reinstatement costs	物業復原之撥備	19,332	18,013
Unamortised rental incentive	未攤銷之租金優惠	19,444	17,902
Provision for long service payment	長期服務金之撥備	6,913	7,922
Other tax payables	其他應付稅項	8,871	9,681
Receipt in advance for retail sales of goods	貨品銷售之預收款項	-	18,447
Customer loyalty programme	忠誠客戶計劃	-	5,160
Others	其他	31,168	32,134
		<b>102,125</b>	139,695

本集團的其他應付賬項及應計項目及合約負債的賬面值與公平值大致相符，並以下列貨幣為單位：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Hong Kong dollars	港元	98,684	112,487
Renminbi	人民幣	21,080	26,180
Others	其他	1,095	1,028
		<b>120,859</b>	139,695

包括在其他應付賬項及應計項目中的約港幣7,829,000元(二〇一八年：港幣9,885,000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。

# JOYCE

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

### 22 TRADE AND BILLS PAYABLES

The ageing analysis of trade and bills payables at 31 March 2019 based on due date is as follows:

### 22 應付貿易賬項及應付票據

於二〇一九年三月三十一日的應付貿易賬項及應付票據按到期日的賬齡分析列述如下：

		<b>2019</b>	2018
		二〇一九年	二〇一八年
		<b>HK\$'000</b>	HK\$'000
		港幣千元	港幣千元
Due within 30 days	三十日內到期	<b>60,924</b>	54,295
Due between 31 to 60 days	三十一日至六十一日到期	<b>2,556</b>	1,397
Due between 61 to 90 days	六十一日至九十日到期	<b>316</b>	722
Over 90 days	九十日以上	<b>472</b>	-
		<b>64,268</b>	56,414

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

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：

		<b>2019</b>	2018
		二〇一九年	二〇一八年
		<b>HK\$'000</b>	HK\$'000
		港幣千元	港幣千元
Euro	歐元	<b>25,711</b>	24,445
United States dollars	美元	<b>15,923</b>	15,912
Hong Kong dollars	港元	<b>10,195</b>	9,485
Japanese yen	日元	<b>3,755</b>	2,728
Others	其他	<b>8,684</b>	3,844
		<b>64,268</b>	56,414

# JOYCE

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

### 23 SHARE CAPITAL

### 23 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 At beginning and end of the year	每股面值港幣0.10元之普通股 於年初及年末	<b>3,000,000,000</b>	300,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.10 each At beginning and end of the year	每股面值港幣0.10元之普通股 於年初及年末	<b>1,624,000,000</b>	162,400

### 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.

### 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。

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 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	<b>6,650</b>	6,603
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	<b>318</b>	-
		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Deferred income tax assets At beginning of the year	遞延所得稅資產 於年初	<b>6,603</b>	5,950
Credited to consolidated income statement (Note 11)	於綜合收益表計入(附註11)	<b>47</b>	653
At end of the year	於年末	<b>6,650</b>	6,603



# JOYCE

## 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:

		Decelerated tax depreciation 減速稅項折舊 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 2017 (Charged)/credited to the consolidated income statement (Note 11)	二〇一七年三月三十一日 於綜合收益表(扣除)/計入 (附註11)	1,192 (91)	5,976 (490)	9 7	7,177 (574)
<b>At 31 March 2018 Credited/(charged) to the consolidated income statement (Note 11)</b>	<b>二〇一八年三月三十一日 於綜合收益表計入/(扣除) (附註11)</b>	<b>1,101 1,747</b>	<b>5,486 (1,717)</b>	<b>16 17</b>	<b>6,603 47</b>
<b>At 31 March 2019</b>	<b>二〇一九年三月三十一日</b>	<b>2,848</b>	<b>3,769</b>	<b>33</b>	<b>6,650</b>

Deferred tax liabilities:

		Accelerated tax depreciation 加速稅項折舊	
		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
At beginning of the year (Charged)/credited to the consolidated income statement (Note 11)	於年初 於綜合收益表(扣除)/計入 (附註11)	- <b>(318)</b>	(1,227) 1,227
At end of the year	於年末	<b>(318)</b>	-

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 temporary difference of approximately HK\$566,000 (2018: HK\$2,790,000) and potential unrecognised tax losses of approximately HK\$325,264,000 (2018: HK\$295,299,000) to carry forward against future taxable income, of which approximately HK\$139,171,000 (2018: HK\$134,531,000) 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:

		Decelerated tax depreciation 減速稅項折舊 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 2017 (Charged)/credited to the consolidated income statement (Note 11)	二〇一七年三月三十一日 於綜合收益表(扣除)/計入 (附註11)	1,192 (91)	5,976 (490)	9 7	7,177 (574)
<b>At 31 March 2018 Credited/(charged) to the consolidated income statement (Note 11)</b>	<b>二〇一八年三月三十一日 於綜合收益表計入/(扣除) (附註11)</b>	<b>1,101 1,747</b>	<b>5,486 (1,717)</b>	<b>16 17</b>	<b>6,603 47</b>
<b>At 31 March 2019</b>	<b>二〇一九年三月三十一日</b>	<b>2,848</b>	<b>3,769</b>	<b>33</b>	<b>6,650</b>

遞延所得稅負債:

		Accelerated tax depreciation 加速稅項折舊	
		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
At beginning of the year (Charged)/credited to the consolidated income statement (Note 11)	於年初 於綜合收益表(扣除)/計入 (附註11)	- <b>(318)</b>	(1,227) 1,227
At end of the year	於年末	<b>(318)</b>	-

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。

本集團有約港幣566,000元(二〇一八年:港幣2,790,000元)的短暫時差及約港幣325,264,000元(二〇一八年:港幣295,299,000元)的潛在未確認稅務虧損可結轉以抵銷未來應課稅收入;其中為數約港幣139,171,000元(二〇一八年:港幣134,531,000元)的稅務虧損將於五年內屆滿。其他稅務虧損並無期限。

# JOYCE

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

### 25 COMMITMENTS

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

At 31 March 2019, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	184,206	207,510
Later than one year and not later than five years	第二至第五年內	245,057	305,317
Later than five years	五年以上	3,330	-
		<b>432,593</b>	512,827

The above lease commitments only include commitments for basic rentals, and do not include commitments for additional rentals payable, if any, when turnover of individual retail shop exceeds a pre-determined level as it is not possible to determine in advance the amount of such additional rentals.

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

At 31 March 2019, the Group had future aggregate minimum lease receipts under a non-cancellable operating lease as follows:

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	1,292	20,995

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

#### (c) Capital commitments

There are no capital commitments for the Group as at 31 March 2019 and 2018.

### 25 承擔

#### (a) 經營租賃承擔 – 承租者

於二〇一九年三月三十一日，本集團根據不可撤銷的經營租賃而應付之未來最低租賃付款總額如下：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	184,206	207,510
Later than one year and not later than five years	第二至第五年內	245,057	305,317
Later than five years	五年以上	3,330	-
		<b>432,593</b>	512,827

上述租賃承擔僅包括基本租金承擔，並不包括在個別零售店的銷售額超過預定水平時應付額外租金的承擔（如有），因為無法預先釐定該等應付額外租金。

#### (b) 經營租賃承擔 – 出租者

於二〇一九年三月三十一日，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：

		2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
Land and buildings:	土地及樓宇：		
Not later than one year	第一年內	1,292	20,995

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總額中。

#### (c) 資本承擔

於二〇一九年及二〇一八年三月三十一日，本集團並無任何資本承擔。

# JOYCE

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

### 26 RELATED PARTY TRANSACTIONS

The immediate holding company of the Company 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 and revenue	已支付予同系附屬公司的		
commission paid to fellow subsidiaries	租金支出及收入佣金	23,748	23,695
Rental income received from fellow subsidiaries	已收同系附屬公司的租金收益	25,470	30,791

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	2,666	1,301
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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

	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
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附註：

以上與連繫人士的交易是按雙方共同同意的條款所實行的。

#### (b) 與聯營公司的交易

	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
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附註：

以上與連繫人士的交易是按雙方共同同意的條款所實行的。

#### (c) 主要管理人員酬金

有關披露已詳列於附註10。

# JOYCE

## 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	2019 二〇一九年 HK\$'000 港幣千元	2018 二〇一八年 HK\$'000 港幣千元
<b>ASSETS</b>				
<b>Non-current assets</b>				
Interests in subsidiaries	資產 非流動資產 所佔附屬公司權益	(a)	-	-
<b>Current assets</b>				
Deposits and prepayments	流動資產 訂金及預付費用		59	25
Amounts due from subsidiaries	應收附屬公司款項		416,024	414,274
Cash and cash equivalents	現金及現金等值項目		507	420
			<b>416,590</b>	414,719
<b>Total assets</b>	<b>資產總額</b>		<b>416,590</b>	414,719
<b>EQUITY</b>				
<b>Equity attributable to owners of the Company</b>				
Share capital	權益 公司股東應佔權益 股本		162,400	162,400
Reserves	儲備	(b)	253,698	251,957
			<b>416,098</b>	414,357
<b>LIABILITIES</b>				
Other payables and accruals	負債 其他應付賬項及應計項目		492	362
<b>Total liabilities</b>	<b>負債總額</b>		<b>492</b>	362
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>416,590</b>	414,719

The statement of financial position of the Company was approved by the Board of Directors on 6 June 2019 and was signed on its behalf.

本公司之財務狀況表已由董事會於二〇一九年六月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 Group 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 主要業務		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 美元1,500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	Investment holding 投資控股
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
JLBS 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 buying services 提供採購服務
Joyce Boutique Secretaries Limited	Hong Kong, limited liability company 香港·有限責任公司	Hong Kong 香港	-	100%	HK\$1 divided into 1 ordinary share 港幣1元分為1股普通股	Provision of secretarial services 提供秘書服務
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

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

#### (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	Retained earnings 累積盈利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2017	二〇一七年四月一日結存	3,728	159,375	299,363	462,466
Loss for the year	年度虧損	-	-	(210,509)	(210,509)
At 31 March 2018	二〇一八年三月三十一日結存	3,728	159,375	88,854	251,957
At 1 April 2018	二〇一八年四月一日結存	3,728	159,375	88,854	251,957
Profit for the year	年度盈利	-	-	1,741	1,741
At 31 March 2019	二〇一九年三月三十一日結存	3,728	159,375	90,595	253,698

# 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布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>2019</b> 二〇一九年 三月三十一日 年度止 <b>HK\$'000</b> 港幣千元	Year ended 31st March 2018 二〇一八年 三月三十一日 年度止 HK\$'000 港幣千元	Year ended 31st March 2017 二〇一七年 三月三十一日 年度止 HK\$'000 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
REVENUE	收入	<b>842,419</b>	860,701	954,368	1,179,393	1,325,835
OPERATING (LOSS)/PROFIT	營業(虧損)/盈利	<b>(20,061)</b>	(58,491)	(38,839)	(78,860)	44,038
Finance costs	融資成本	<b>(4)</b>	(11)	(9)	(12)	(14)
Share of (loss)/profit of an associate	所佔聯營公司(虧損)/盈利	<b>(1,938)</b>	3,111	(1,514)	(6,679)	642
(LOSS)/PROFIT BEFORE INCOME TAX	除稅前(虧損)/盈利	<b>(22,003)</b>	(55,391)	(40,362)	(85,551)	44,666
Income tax (expense)/credit	所得稅(費用)/抵免	<b>(289)</b>	666	(1,492)	7,536	(11,591)
(LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY	公司股東應佔(虧損)/盈利	<b>(22,292)</b>	(54,725)	(41,854)	(78,015)	33,075
Interim dividend	中期股息	-	-	-	-	32,480
Final proposed dividend	擬派發的末期股息	-	-	-	-	-
Total dividends	股息總額	-	-	-	-	32,480
<b>ASSETS AND LIABILITIES</b> 資產與負債		<b>As at</b> <b>31st March</b> <b>2019</b> 於二〇一九年 三月三十一日 <b>HK\$'000</b> 港幣千元	As at 31st March 2018 於二〇一八年 三月三十一日 HK\$'000 港幣千元	As at 31st March 2017 於二〇一七年 三月三十一日 HK\$'000 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
Property, plant and equipment	物業、廠房及設備	<b>31,156</b>	45,737	61,305	50,327	59,472
Deposits, prepayments and other assets	訂金、預付費用及其他資產	<b>39,823</b>	58,802	64,922	62,755	65,566
Interest in an associate	於聯營公司權益	<b>8,529</b>	10,472	7,290	8,797	16,950
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>1,154</b>	1,231	4,846	5,760	5,012
Deferred income tax assets	遞延所得稅資產	<b>6,650</b>	6,603	7,161	9,233	9,610
Current assets	流動資產	<b>564,622</b>	563,859	561,345	633,953	772,337
TOTAL ASSETS	總資產	<b>651,934</b>	686,704	706,869	770,825	928,947
Non-current liabilities	非流動負債	<b>(7,231)</b>	(8,341)	(8,080)	(20,929)	(11,339)
Current liabilities	流動負債	<b>(191,727)</b>	(194,933)	(169,532)	(177,149)	(239,775)
TOTAL LIABILITIES	總負債	<b>(198,958)</b>	(203,274)	(177,612)	(198,078)	(251,114)
NET ASSETS	資產淨值	<b>452,976</b>	483,430	529,257	572,747	677,833

