

Appendix 4B

Half yearly/preliminary final report

Introduced 30/6/2002.

Name of entity

Joyce Corporation Ltd

ABN or equivalent company reference

80 009 116 269

Half yearly
(tick)

Preliminary
final (tick)

Half year ('current period')

31/12/2002

For announcement to the market

Extracts from this report for announcement to the market (see note 1).

\$A'000

Revenues from ordinary activities (<i>item 1.1</i>)	down	15.2%	to	35,702
Profit (loss) from ordinary activities after tax attributable to members (<i>item 1.22</i>)	up	198.2%	to	1,172
Profit (loss) from extraordinary items after tax attributable to members (<i>item 2.5(d)</i>)	gain (loss) of	-		-
Net profit (loss) for the period attributable to members (<i>item 1.11</i>)	up	198.2%	to	1,172
Dividends (distributions)		Amount per security		Franked amount per security
Final dividend (<i>Preliminary final report only - item 15.4</i>) Interim dividend (<i>Half yearly report only - item 15.6</i>)		Nil		N/A
Previous corresponding period (<i>Preliminary final report - item 15.5; half yearly report - item 15.7</i>)		Nil		N/A
⁺ Record date for determining entitlements to the dividend, (in the case of a trust, distribution) (<i>see item 15.2</i>)		N/A		
Brief explanation of any of the figures reported above (see Note 1) and short details of any bonus or cash issue or other item(s) of importance not previously released to the market:				

If this is a half yearly report it is to be read in conjunction with the most recent annual financial report.

+ See chapter 19 for defined terms.

Condensed consolidated statement of financial performance

	Current period - \$A'000	Previous corresponding period - \$A'000
1.1 Revenues from ordinary activities (<i>see items 1.23 -1.25</i>)	35,702	42,130
1.2 Expenses from ordinary activities (<i>see items 1.26 & 1.27</i>)	(34,066)	(41,295)
1.3 Borrowing costs	(515)	(604)
1.4 Share of net profits (losses) of associates and joint venture entities (<i>see item 16.7</i>)	51	162
1.5 Profit (loss) from ordinary activities before tax	1,172	393
1.6 Income tax on ordinary activities (<i>see note 4</i>)	-	-
1.7 Profit (loss) from ordinary activities after tax	1,172	393
1.8 Profit (loss) from extraordinary items after tax (<i>see item 2.5</i>)	-	-
1.9 Net profit (loss)	1,172	393
1.10 Net profit (loss) attributable to outside +equity interests	-	-
1.11 Net profit (loss) for the period attributable to members	1,172	393
Non-owner transaction changes in equity		
1.12 Increase (decrease) in revaluation reserves	-	-
1.13 Net exchange differences recognised in equity	-	-
1.14 Other revenue, expense and initial adjustments recognised directly in equity (attach details) Initial adjustments from UIG transitional	-	-
1.15 provisions	-	-
1.16 Total transactions and adjustments recognised directly in equity (items 1.12 to 1.15)	-	-
1.17 Total changes in equity not resulting from transactions with owners as owners	1,172	393

Earnings per security (EPS)	Current period	Previous corresponding Period
1.18 Basic EPS	6.2c	2.2c
1.19 Diluted EPS	N/A	N/A

+ See chapter 19 for defined terms.

Notes to the condensed consolidated statement of financial performance

Profit (loss) from ordinary activities attributable to members

	Current period - \$A'000	Previous corresponding period - \$A'000
1.20 Profit (loss) from ordinary activities after tax (<i>item 1.7</i>)	1,172	393
1.21 Less (plus) outside ⁺ equity interests	-	-
1.22 Profit (loss) from ordinary activities after tax, attributable to members	1,172	393

Revenue and expenses from ordinary activities

(*see note 15*)

	Current period - \$A'000	Previous corresponding period - \$A'000
1.23 Revenue from sales or services	35,015	38,731
1.24 Interest revenue	10	405
1.25 Other relevant revenue	677	2,994
1.26 Details of relevant expenses		
Cost of Sales	26,634	32,420
Distribution Expenses	1,835	1,988
Administrative Expenses	2,854	4,174
Other Expenses from Ordinary Activities	1,779	2,713
1.27 Depreciation and amortisation excluding amortisation of intangibles (<i>see item 2.3</i>)	964	824
Capitalised outlays		
1.28 Interest costs capitalised in asset values	-	-
1.29 Outlays capitalised in intangibles (unless arising from an ⁺ acquisition of a business)	-	-

Consolidated retained profits

	Current period - \$A'000	Previous corresponding period - \$A'000
1.30 Retained profits (accumulated losses) at the beginning of the financial period	(4,865)	(6,399)
1.31 Net profit (loss) attributable to members (<i>item 1.11</i>)	1,172	393
1.32 Net transfers from (to) reserves (<i>details if material</i>)	-	-
1.33 Net effect of changes in accounting policies	-	-

+ See chapter 19 for defined terms.

1.34 Dividends and other equity distributions paid or payable	-	-
1.35 Retained profits (accumulated losses) at end of financial period	(3,693)	(6,006)

Intangible and extraordinary items

<i>Consolidated - current period</i>				
	Before tax \$A'000 (a)	Related tax \$A'000 (b)	Related outside +equity interests \$A'000 (c)	Amount (after tax) attributable to members \$A'000 (d)
2.1 Amortisation of goodwill	-	-	-	-
2.2 Amortisation of other intangibles	-	-	-	-
2.3 Total amortisation of intangibles	-	-	-	-
2.4 Extraordinary items (details)	-	-	-	-
2.5 Total extraordinary items	-	-	-	-

Comparison of half year profits

(Preliminary final report only)

	Current year - \$A'000	Previous year - \$A'000
3.1 Consolidated profit (loss) from ordinary activities after tax attributable to members reported for the <i>1st</i> half year (item 1.22 in the half yearly report)	N/A	N/A
3.2 Consolidated profit (loss) from ordinary activities after tax attributable to members for the <i>2nd</i> half year	N/A	N/A

+ See chapter 19 for defined terms.

Condensed consolidated statement of financial position		At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly report \$A'000
Current assets				
4.1	Cash	2,615	1,065	8,909
4.2	Receivables	7,233	8,285	9,573
4.3	Investments	-	-	-
4.4	Inventories	7,417	4,476	5,519
4.5	Tax assets	-	-	-
4.6	Other (provide details if material)	490	1,451	837
4.7	Total current assets	17,755	15,277	24,838
Non-current assets				
4.8	Receivables	-	140	117
4.9	Investments (equity accounted)	1,536	1,595	1,595
4.10	Other investments	17	15	17
4.11	Inventories	-	-	-
4.12	Exploration and evaluation expenditure capitalised (<i>see para .71 of AASB 1022</i>)	-	-	-
4.13	Development properties (+mining entities)	-	-	-
4.14	Other property, plant and equipment (net)	21,077	21,131	21,811
4.15	Intangibles (net)	-	-	-
**4.16	Tax assets	1,467	1,467	1,467
4.17	Other (provide details if material)	-	-	66
4.18	Total non-current assets	24,097	24,348	25,073
4.19	Total assets	41,852	39,625	49,911
Current liabilities				
4.20	Payables	11,548	10,450	21,848
4.21	Interest bearing liabilities	700	642	547
4.22	Tax liabilities	-	-	-
4.23	Provisions exc. tax liabilities	2,222	2,521	4,905
4.24	Other (provide details if material)	-	-	-
4.25	Total current liabilities	14,470	13,613	27,300
Non-current liabilities				
4.26	Payables	-	-	-
4.27	Interest bearing liabilities			
	GE Revolving Line of Credit	3,222	2,843	1,399
	Other	7,400	7,749	8,096
4.28	Tax liabilities	-	-	-
4.29	Provisions exc. tax liabilities	3,670	3,502	2,340
4.30	Other (provide details if material)	-	-	-

+ See chapter 19 for defined terms.

4.31 Total non-current liabilities	14,293	14,094	11,835
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Condensed consolidated statement of financial position continued

4.32 Total liabilities	28,762	27,707	39,135
4.33 Net assets	13,090	11,918	10,776

Equity			
4.34 Capital/contributed equity	15,474	15,474	15,473
4.35 Reserves	1,309	1,309	1,309
4.36 Retained profits (accumulated losses)	(3,693)	(4,865)	(6,006)
4.37 Equity attributable to members of the parent entity	13,090	11,918	10,776
4.38 Outside ⁺ equity interests in controlled entities	-	-	-
**4.39 Total equity	13,090	11,918	10,776

4.40 Preference capital included as part of 4.37	-	-	-
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Notes to the condensed consolidated statement of financial position

**** The Company has FITB of approximately \$3.6 million relating to tax losses at 30 June 2002. If the FITB were brought to account Total equity would be increased to approximately \$16,690 million.**

Exploration and evaluation expenditure capitalised

(To be completed only by entities with mining interests if amounts are material. Include all expenditure incurred.)

	Current period \$A'000	Previous corresponding period - \$A'000
5.1 Opening balance	N/A	N/A
5.2 Expenditure incurred during current period		
5.3 Expenditure written off during current period		
5.4 Acquisitions, disposals, revaluation increments, etc.		
5.5 Expenditure transferred to Development Properties		
5.6 Closing balance as shown in the consolidated balance sheet (item 4.12)		

Development properties

(To be completed only by entities with mining interests if amounts are material)

+ See chapter 19 for defined terms.

	Current period \$A'000	Previous corresponding period - \$A'000
6.1 Opening balance	N/A	N/A
6.2 Expenditure incurred during current period		
6.3 Expenditure transferred from exploration and evaluation		
6.4 Expenditure written off during current period		
6.5 Acquisitions, disposals, revaluation increments, etc.		
6.6 Expenditure transferred to mine properties		
6.7 Closing balance as shown in the consolidated balance sheet (item 4.13)		

Condensed consolidated statement of cash flows

	Current period \$A'000	Previous corresponding period - \$A'000
Cash flows related to operating activities		
7.1 Receipts from customers	39,937	51,272
7.2 Payments to suppliers and employees	(40,071)	(51,181)
7.3 Dividends received from associates	51	162
7.4 Other dividends received	-	-
7.5 Interest and other items of similar nature received	10	405
7.6 Interest and other costs of finance paid	(572)	(604)
7.7 Income taxes paid	-	-
7.8 Other (provide details if material)	2,793	(1,021)
7.9 Net operating cash flows	2,148	(967)
Cash flows related to investing activities		
7.10 Payment for purchases of property, plant and equipment	(1,089)	(200)
7.11 Proceeds from sale of property, plant and equipment	46	462
7.12 Payment for purchases of equity investments	-	-
7.13 Proceeds from sale of equity investments	218	-
7.14 Loans to other entities	-	-
7.15 Loans repaid by other entities	140	-
7.16 Other (provide details if material)	-	-
7.17 Net investing cash flows	(685)	262
Cash flows related to financing activities		
7.18 Proceeds from issues of ⁺ securities (shares, options, etc.)	-	-
7.19 Proceeds from borrowings	-	13,772
7.20 Repayment of borrowings	(292)	(21,890)

+ See chapter 19 for defined terms.

7.21	Dividends paid	-	-
7.22	Other (provide details if material)	-	-
7.23	Net financing cash flows	(292)	(8,118)
7.24	Net increase (decrease) in cash held	1,171	(8,823)
7.25	Cash at beginning of period (see <i>Reconciliation of cash</i>)	(1,778)	17,732
7.26	Exchange rate adjustments to item 7.25.		-
7.27	Cash at end of period (see <i>Reconciliation of cash</i>)	(607)	8,909

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. (If an amount is quantified, show comparative amount.)

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Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current period \$A'000	Previous corresponding period - \$A'000
8.1 Cash on hand and at bank	-	8,909
8.2 Deposits at call	-	-
8.3 Bank overdraft	(607)	-
8.4 Other (provide details)	-	-
8.5 Total cash at end of period (item 7.27)	(607)	8,909

Other notes to the condensed financial statements

Ratios	Current period	Previous corresponding Period
9.1 Profit before tax / revenue Consolidated profit (loss) from ordinary activities before tax (item 1.5) as a percentage of revenue (item 1.1)	3.28	1.0
9.2 Profit after tax / +equity interests Consolidated net profit (loss) from ordinary activities after tax attributable to members (item 1.11) as a percentage of equity (similarly attributable) at the end of the period (item 4.37)	8.95	3.6

+ See chapter 19 for defined terms.

Earnings per security (EPS)

10. Details of basic and diluted EPS reported separately in accordance with paragraph 9 and 18 of AASB 1027: *Earnings Per Share* are as follows.

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NTA backing <i>(see note 7)</i>	Current period	Previous corresponding period
** ₁₁ Net tangible asset backing per ⁺ ordinary security	0.70	0.57

**** Net tangible asset backing per + ordinary security – if future income tax benefits relating to revenue tax losses of \$3.6 million were recognised the Net Assets per share would be 0.88 cents**

Discontinuing Operations

(Entities must report a description of any significant activities or events relating to discontinuing operations in accordance with paragraph 7.5 (g) of AASB 1029: Interim Financial Reporting, or, the details of discontinuing operations they have disclosed in their accounts in accordance with AASB 1042: Discontinuing Operations (see note 17).)

12.1 Discontinuing Operations

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+ See chapter 19 for defined terms.

Control gained over entities having material effect

13.1 Name of entity (or group of entities)	N/A
13.2 Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) since the date in the current period on which control was ⁺ acquired	\$
13.3 Date from which such profit has been calculated	
13.4 Profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) for the whole of the previous corresponding period	\$

Loss of control of entities having material effect

14.1 Name of entity (or group of entities)	N/A
14.2 Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) for the current period to the date of loss of control	\$
14.3 Date to which the profit (loss) in item 14.2 has been calculated	
14.4 Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the controlled entity (or group of entities) while controlled during the whole of the previous corresponding period	\$
14.5 Contribution to consolidated profit (loss) from ordinary activities and extraordinary items from sale of interest leading to loss of control	\$

**** Dividends (in the case of a trust, distributions)**

15.1 Date the dividend (distribution) is payable	N/A
15.2 ⁺ Record date to determine entitlements to the dividend (distribution) (ie, on the basis of proper instruments of transfer received by 5.00 pm if ⁺ securities are not ⁺ CHESS approved, or security holding balances established by 5.00 pm or such later time permitted by SCH Business Rules if ⁺ securities are ⁺ CHESS approved)	

⁺ See chapter 19 for defined terms.

15.3 If it is a final dividend, has it been declared?
(Preliminary final report only)

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**** Refer to page 20 Directors Report**

Amount per security

		Amount per security	Franked amount per security at % tax (see note 4)	Amount per security of foreign source dividend
15.4	<i>(Preliminary final report only)</i> Final dividend: Current year	- ¢	- ¢	- ¢
15.5	Previous year	- ¢	- ¢	- ¢
15.6	<i>(Half yearly and preliminary final reports)</i> Interim dividend: Current year	- ¢	- ¢	- ¢
15.7	Previous year	¢	¢	¢

Total dividend (distribution) per security (interim plus final)

(Preliminary final report only)

	Current year	Previous year
15.8 +Ordinary securities	¢	¢
15.9 Preference +securities	¢	¢

**Half yearly report - interim dividend (distribution) on all securities or
Preliminary final report - final dividend (distribution) on all securities**

	Current period \$A'000	Previous corresponding period - \$A'000
15.10 +Ordinary securities <i>(each class separately)</i>	-	-
15.11 Preference +securities <i>(each class separately)</i>	-	-
15.12 Other equity instruments <i>(each class separately)</i>	-	-
15.13 Total	-	-

The +dividend or distribution plans shown below are in operation.

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The last date(s) for receipt of election notices for the +dividend or distribution plans

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+ See chapter 19 for defined terms.

Any other disclosures in relation to dividends (distributions). *(For half yearly reports, provide details in accordance with paragraph 7.5(d) of AASB 1029 Interim Financial Reporting)*

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Details of aggregate share of profits (losses) of associates and joint venture entities

Group's share of associates' and joint venture entities':	Current period \$A'000	Previous corresponding period - \$A'000
16.1 Profit (loss) from ordinary activities before tax	51	162
16.2 Income tax on ordinary activities	-	-
16.3 Profit (loss) from ordinary activities after tax	51	162
16.4 Extraordinary items net of tax	-	-
16.5 Net profit (loss)	51	162
16.6 Adjustments	-	-
16.7 Share of net profit (loss) of associates and joint venture entities	51	162

Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities. *(If the interest was acquired or disposed of during either the current or previous corresponding period, indicate date of acquisition ("from dd/mm/yy") or disposal ("to dd/mm/yy").)*

<i>Name of entity</i>	Percentage of ownership interest held at end of period or date of disposal		Contribution to net profit (loss) (<i>item 1.9</i>)	
	Current period	Previous corresponding period	Current period \$A'000	Previous corresponding period - \$A'000
17.1 Equity accounted associates and joint venture entities				

+ See chapter 19 for defined terms.

Bedshed Unit Trust Illbruck Joyce Pte Ltd	49% 50%	49% 50%	51 -	162 -
17.2 Total			51	162
17.3 Other material interests	-	-	-	-
17.4 Total			51	162

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current period

(Description must include rate of interest and any redemption or conversion rights together with prices and dates)

Category of +securities	Total number	Number quoted	Issue price per security (see note 14) (cents)	Amount paid up per security (see note 14) (cents)
18.1 Preference +securities (description)	-	-	-	-
18.2 Changes during current period (a) Increases through issues (b) Decreases through returns of capital, buybacks, redemptions	-	-	-	-
18.3 +Ordinary securities Fully Paid Partly Paid	18,403,944 380,000	18,403,944 -	- 2.00	- 0.90
18.4 Changes during current period (a) Increases through issues (b) Decreases through returns of capital, buybacks	-	-	-	-
18.5 +Convertible debt securities (description and conversion factor)	-	-	-	-
18.6 Changes during current period (a) Increases through issues (b) Decreases through securities matured, converted	-	-	-	-
18.7 Options (description and conversion factor)			<i>Exercise price</i>	<i>Expiry date (if any)</i>
	-	-	-	-
18.8 Issued during current period	-	-	-	-
18.9 Exercised during current period	-	-	-	-
18.10 Expired during current period	-	-	-	-
18.11 Debentures (description)				
18.12 Changes during current period (a) Increases through issues (b) Decreases through securities matured, converted	-	-		

+ See chapter 19 for defined terms.

18.13 Unsecured notes <i>(description)</i>	-	-
18.14 Changes during current period	-	-
(a) Increases through issues		
(b) Decreases through securities matured, converted		

+ See chapter 19 for defined terms.

Segment reporting

(Information on the business and geographical segments of the entity must be reported for the current period in accordance with AASB 1005: *Segment Reporting* and for half year reports, AASB 1029: *Interim Financial Reporting*. Because entities employ different structures a pro forma cannot be provided. Segment information in the layout employed in the entity's +accounts should be reported separately and attached to this report.)

SEGMENTS	Manufacturing & Industrial	Automotive	Retail	Government & Service	Other	Total
Total Segment Revenue	26,905	3,413	3,898	510	1,027	35,753
Segment Result	681	241	233	17	-	1,172

Comments by directors

(Comments on the following matters are required by ASX or, in relation to the half yearly report, by AASB 1029: *Interim Financial Reporting*. The comments do not take the place of the directors' report and statement (as required by the Corporations Act) and may be incorporated into the directors' report and statement. For both half yearly and preliminary final reports, if there are no comments in a section, state NIL. If there is insufficient space to comment, attach notes to this report.)

Basis of financial report preparation

19.1 *If this report is a half yearly report, it is a general purpose financial report prepared in accordance with the listing rules and AASB 1029: Interim Financial Reporting. It should be read in conjunction with the last + annual report and any announcements to the market made by the entity during the period. The financial statements in this report are "condensed financial statements" as defined in AASB 1029: Interim Financial Reporting. This report does not include all the notes of the type normally included in an annual financial report. [Delete if preliminary final report.]*

19.2 Material factors affecting the revenues and expenses of the economic entity for the current period. In a half yearly report, provide explanatory comments about any seasonal or irregular factors affecting operations.

July 2002 – sale of the 50% interest in Dyman Pty Ltd, the profit on the sale of this investment was \$151K

19.3 A description of each event since the end of the current period which has had a material effect and which is not already reported elsewhere in this Appendix or in attachments, with financial effect quantified (if possible).

+ See chapter 19 for defined terms.

Nil

- 19.4 Franking credits available and prospects for paying fully or partly franked dividends for at least the next year.

Nil

- 19.5 Unless disclosed below, the accounting policies, estimation methods and measurement bases used in this report are the same as those used in the last annual report. Any changes in accounting policies, estimation methods and measurement bases since the last annual report are disclosed as follows. (Disclose changes and differences in the half yearly report in accordance with *AASB 1029: Interim Financial Reporting*. Disclose changes in accounting policies in the preliminary final report in accordance with *AASB 1001: Accounting Policies-Disclosure*).

- 19.6 Revisions in estimates of amounts reported in previous interim periods. For half yearly reports the nature and amount of revisions in estimates of amounts reported in previous +annual reports if those revisions have a material effect in this half year.

Nil

- 19.7 Changes in contingent liabilities or assets. For half yearly reports, changes in contingent liabilities and contingent assets since the last + annual report.

Nil

Additional disclosure for trusts

+ See chapter 19 for defined terms.

20.1 Number of units held by the management company or responsible entity or their related parties.

20.2 A statement of the fees and commissions payable to the management company or responsible entity.

Identify:

- initial service charges
- management fees
- other fees

Annual meeting

(Preliminary final report only)

The annual meeting will be held as follows:

Place

N/A

Date

Time

Approximate date the ⁺annual report will be available

Compliance statement

1 This report has been prepared in accordance with AASB Standards, other AASB authoritative pronouncements and Urgent Issues Group Consensus Views or other standards acceptable to ASX (see note 12).

Identify other standards used

2 This report, and the ⁺accounts upon which the report is based (if separate), use the same accounting policies.

3 This report does) give a true and fair view of the matters disclosed (see note 2).

4 This report is based on ⁺accounts to which one of the following applies.
(Tick one)

The ⁺accounts have been audited.

√

The ⁺accounts have been subject to review.

⁺ See chapter 19 for defined terms.

The +accounts are in the process of being audited or subject to review. The +accounts have *not* yet been audited or reviewed.

- 5 If the audit report or review by the auditor is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly report only - the audit report or review by the auditor must be attached to this report if this report is to satisfy the requirements of the Corporations Act.*)
- 6 The entity has a formally constituted audit committee.



Sign here: Date:4th February 2003.....
(Company Secretary)

Print name: Edward John Dodds

+ See chapter 19 for defined terms.

JOYCE CORPORATION LTD
ABN 80 009 116 269
And controlled entities

DIRECTORS REPORT

The directors of Joyce Corporation Ltd present their report and the consolidated financial statements of the Company for the half year ended 31 December 2002.

DIRECTORS

The names of directors of Joyce Corporation Ltd during the half year period and up to the date of this report are D.A. Smetana, J F Ries and F J van Gogh (Chief Operating Officer).

REVIEW OF GROUP OPERATIONS

Joyce Corporation Ltd produced a net profit after tax of \$1.172 Million for the six months ended 31st December 2002. This compared most favourably with the corresponding period last year of \$393,000. The result was achieved on sales of \$35 Million.

A major influence on the improved results is a consequence of the restructuring of Joyce Corporation Ltd. Directors stated that the company has continued its focus on consolidating its position and concentrating on its core business of foam manufacturing.

Chairman Dan Smetana said, "This is a sound result for the first half and is confirmation of the success of our ongoing business improvement strategy".

During the period under review new products have been introduced and have been well received by the market.

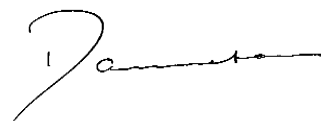
As stated previously the company has embarked on a high yielding \$3.5 Million strategic capital expenditure program to upgrade the production facilities in NSW and provide a new purpose built facility in Victoria for foam conversion and sales operations. This will offer further opportunities to improve production efficiencies and product quality. The project is currently on schedule and on budget.

Net asset backing at 31st December was of the order of 70 cents per share, excluding future tax benefits, and of the order of 0.85 cents per share, if future tax benefits were included.

At the November 2002 Annual General Meeting the Directors announced a bonus share issue and dividend. There will be a one for twenty issue of shares at 55 cents per share (the price that existed at the time of the original announcement) which will be accompanied by a bonus issue of one share for every share subscribed; and concurrently a dividend of 2.5 cents per share on all shares, including those subscribed.

The share issue and dividend will be transacted in March/April 2003.

Profit for the full year is expected to be as previously forecast at around 11 cents per share provided there is no material change in the economic environment in which we operate.



D A SMETANA
Chairman

+ See chapter 19 for defined terms.

JOYCE CORPORATION LTD
ABN 80 009 116 269
And controlled entities

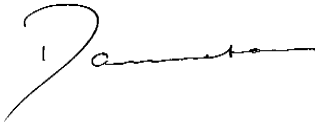
DIRECTORS DECLARATION

In the opinion of the directors of the Company:

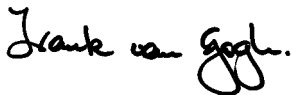
1. The Financial Statements set out in the attached Appendix 4B – half yearly report:
 - (a) comply with Accounting Standard AASB 1029: Interim Financial Reporting and the Corporations Regulations; and
 - (b) give a true and fair view of the consolidated entity's financial position as at 31 December 2002 and its performance for the half year ended on that date.

2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors by:



D A Smetana
Director



F J van Gogh
Director

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show whether the change was up or down. If changes in accounting policies or procedures have had a material effect on reported figures, do not show either directional or percentage changes in profits. Explain the reason for the omissions in the note at the end of the announcement section. Entities are encouraged to attach notes or fuller explanations of any significant changes to any of the items in page 1. The area at the end of the announcement section can be used to provide a cross reference to any such attachment.
2. **True and fair view** If this report does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the entity must attach a note providing additional information and explanations to give a true and fair view.
3. **Condensed consolidated statement of financial performance**
 - Item 1.1 The definition of "revenue" and an explanation of "ordinary activities" are set out in *AASB 1004: Revenue*, and *AASB 1018: Statement of Financial Performance*.
 - Item 1.6 This item refers to the total tax attributable to the amount shown in item 1.5. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as expenses from ordinary activities (eg, fringe benefits tax).
4. **Income tax** If the amount provided for income tax in this report differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts. The rate of tax applicable to the franking amount per dividend should be inserted in the heading for the column "Franked amount per security at % tax" for items 15.4 to 15.7.
5. **Condensed consolidated statement of financial position**

Format The format of the consolidated statement of financial position should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 1029: Interim Financial Reporting*, and *AASB 1040: Statement of Financial Position*. Also, banking institutions, trusts and financial institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last ⁺annual report, the entity must describe the basis of revaluation adopted. The description must meet the requirements of *AASB 1010: Accounting for the Revaluation of Non-Current Assets*. If the entity has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required.
6. **Condensed consolidated statement of cash flows** For definitions of "cash" and other terms used in this report see *AASB 1026: Statement of Cash Flows*. Entities should follow the form as closely as possible, but variations are permitted if the directors (in the case of a trust, the

+ See chapter 19 for defined terms.

- management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 1026*. ⁺Mining exploration entities may use the form of cash flow statement in Appendix 5B.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ⁺ordinary securities (ie, all liabilities, preference shares, outside ⁺equity interests etc). ⁺Mining entities are *not* required to state a net tangible asset backing per ⁺ordinary security.
 8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the ⁺accounts. Details must include the contribution for each gain or loss that increased or decreased the entity's consolidated profit (loss) from ordinary activities and extraordinary items after tax by more than 5% compared to the previous corresponding period.
 9. **Rounding of figures** This report anticipates that the information required is given to the nearest \$1,000. If an entity reports exact figures, the \$A'000 headings must be amended. If an entity qualifies under ASIC Class Order 98/0100 dated 10 July 1998, it may report to the nearest million dollars, or to the nearest \$100,000, and the \$A'000 headings must be amended.
 10. **Comparative figures** Comparative figures are to be presented in accordance with *AASB 1018* or *AASB 1029 Interim Financial Reporting* as appropriate and are the unadjusted figures from the latest annual or half year report as appropriate. However, if an adjustment has been made in accordance with an accounting standard or other reason or if there is a lack of comparability, a note explaining the position should be attached. For the statement of financial performance, *AASB 1029 Interim Financial Reporting* requires information on a year to date basis in addition to the current interim period. Normally an Appendix 4B to which *AASB 1029 Interim Financial Reporting* applies would be for the half year and consequently the information in the current period is also the year to date. If an Appendix 4B Half yearly version is produced for an additional interim period (eg because of a change of reporting period), the entity must provide the year to date information and comparatives required by *AASB 1029 Interim Financial Reporting*. This should be in the form of a multi-column version of the consolidated statement of financial performance as an attachment to the additional Appendix 4B.
 11. **Additional information** An entity may disclose additional information about any matter, and must do so if the information is material to an understanding of the reports. The information may be an expansion of the material contained in this report, or contained in a note attached to the report. The requirement under the listing rules for an entity to complete this report does not prevent the entity issuing reports more frequently. Additional material lodged with the ⁺ASIC under the Corporations Act must also be given to ASX. For example, a director's report and declaration, if lodged with the ⁺ASIC, must be given to ASX.
 12. **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if one exists) must be complied with.
 13. **Corporations Act financial statements** This report may be able to be used by an entity required to comply with the Corporations Act as part of its half-year financial statements if prepared in accordance with Australian Accounting Standards.

⁺ See chapter 19 for defined terms.

14. **Issued and quoted securities** The issue price and amount paid up is not required in items 18.1 and 18.3 for fully paid securities.
15. **Details of expenses** *AASB 1018* requires disclosure of expenses from ordinary activities according to either their nature or function. For foreign entities, there are similar requirements in other accounting standards accepted by ASX. *AASB ED 105* clarifies that the disclosures required by *AASB 1018* must be either *all* according to nature or *all* according to function. Entities must disclose details of expenses using the layout (by nature or function) employed in their ⁺accounts.

The information in lines 1.23 to 1.27 may be provided in an attachment to Appendix 4B.

Relevant Items *AASB 1018* requires the separate disclosure of specific revenues and expenses which are not extraordinary but which are of a size, nature or incidence that disclosure is *relevant* in explaining the financial performance of the reporting entity. The term “relevance” is defined in *AASB 1018*. There is an equivalent requirement in *AASB 1029: Interim Financial Reporting*. For foreign entities, there are similar requirements in other accounting standards accepted by ASX.

16. **Dollars** If reporting is not in A\$, all references to \$A must be changed to the reporting currency. If reporting is not in thousands of dollars, all references to “000” must be changed to the reporting value.

17. **Discontinuing operations**

Half yearly report

All entities must provide the information required in paragraph 12 for half years beginning on or after 1 July 2001.

⁺ See chapter 19 for defined terms.

**INDEPENDENT REVIEW REPORT
TO THE MEMBERS OF JOYCE CORPORATION LTD**

SCOPE

We have reviewed the financial report of Joyce Corporation Ltd in the form of the Appendix 4B of the Australian Stock Exchange Limited (ASX) Listing Rules, as set out on pages 1 to 19 and the attached Directors Declaration for the half-year ended 31 December 2002. The financial report includes the consolidated financial statements of the consolidated entity comprising the company and the entities it controlled at the end of the half-year or from time to time during the half-year. The company's directors are responsible for the financial report. We have performed an independent review of the financial report in order to state whether, on the basis of the procedures described, anything has come to our attention that would indicate that the financial report is not presented fairly in accordance with Accounting Standard AASB 1029: Interim Financial Reporting and other mandatory professional reporting requirements and statutory requirements and ASX Listing Rules as they relate to the Appendix 4B, so as to present a view which is consistent with our understanding of the consolidated entity's financial position, and performance as represented by the result of its operations and its cash flows, and in order for the consolidated entity to lodge the financial report with the Australian Securities and Investments Commission and the ASX.

Our review has been conducted in accordance with Australian Auditing Standards applicable to review engagements. A review is limited primarily to inquiries of company personnel and analytical procedures applied to the financial data. These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

STATEMENT

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Joyce Corporation Ltd is not in accordance with:

- (a) the Corporations Act 2001, including:
- (i) giving a true and fair view of the consolidated entity's financial position at 31 December 2002 and of its performance for the half-year ended on that date; and
 - (ii) complying with Accounting Standard AASB 1029: Interim Financial Reporting and the Corporations Regulations 2001; and
- (b) other mandatory professional reporting requirements and ASX Listing Rules as they relate to the Appendix 4B.



HALL CHADWICK
Chartered Accountants



MAURICE L ANGHIE
Partner

DATED at PERTH this 4th day of February 2003

- Taxation Planning and Advice
- Audit
- Business Valuation and Expert Reports
- Business Improvement Planning
- Management Accounting
- Corporate Finance and Restructuring
- Property Industry Advice
- Information Technology Advice
- Business Recovery and Insolvency