



**SAU SAN TONG HOLDINGS LIMITED**

**修身堂控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8200)**

**QUARTERLY RESULTS ANNOUNCEMENT  
FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 DECEMBER 2015**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE  
STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This announcement, for which the directors (the “Directors”) of Sau San Tong Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

\* For identification purpose only

## QUARTERLY RESULTS FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 DECEMBER 2015

The Board of Directors of the Company announces the unaudited consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months and nine months ended 31 December 2015 together with comparative figures of the corresponding period ended in 2014 as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED)

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000
Turnover	2	465,123	408,569	1,249,431	1,109,568
Cost of sales		<u>(424,735)</u>	<u>(374,350)</u>	<u>(1,131,805)</u>	<u>(1,011,440)</u>
Gross profit		40,388	34,219	117,626	98,128
Net change in fair value of financial assets at fair value through profit or loss	3	25,343	—	40,033	—
Other revenue	2	688	3,587	12,602	15,048
Selling and distribution costs		<u>(25,393)</u>	<u>(19,011)</u>	<u>(70,821)</u>	<u>(55,562)</u>
General and administrative expenses		<u>(21,961)</u>	<u>(17,546)</u>	<u>(63,577)</u>	<u>(59,001)</u>
Profit/(loss) from operations		19,065	1,249	35,863	(1,387)
Finance costs		<u>(568)</u>	<u>(331)</u>	<u>(1,503)</u>	<u>(2,337)</u>
Share of losses of joint ventures		<u>(1,053)</u>	<u>(745)</u>	<u>(3,121)</u>	<u>(1,962)</u>
Profit/(loss) before taxation		17,444	173	31,239	(5,686)
Income tax expense	4	<u>(6,642)</u>	<u>(2,448)</u>	<u>(27,433)</u>	<u>(5,861)</u>
Profit/(loss) for the period		<u>10,802</u>	<u>(2,275)</u>	<u>3,806</u>	<u>(11,547)</u>
Attributable to:					
Owners of the Company		8,046	(5,479)	(2,034)	(17,275)
Non-controlling interests		<u>2,756</u>	<u>3,204</u>	<u>5,840</u>	<u>5,728</u>
Profit/(loss) for the period		<u>10,802</u>	<u>(2,275)</u>	<u>3,806</u>	<u>(11,547)</u>
Earnings/(loss) per share	5		(restated)		(restated)
Basic, HK cents		0.22	(0.43)	(0.08)	(2.70)
Diluted, HK cents		<u>0.21</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME/(LOSS) (UNAUDITED)**

	For the three months ended 31 December		For the nine months ended 31 December	
	2015	2014	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Profit/(loss) for the period</b>	<u>10,802</u>	<u>(2,275)</u>	<u>3,806</u>	<u>(11,547)</u>
<b>Other comprehensive profit/(loss) for the period:</b>				
Items that may be reclassified subsequently to profit or loss:				
— Exchange differences on translation of financial statements of foreign operations, net of nil tax	<u>18</u>	<u>(2)</u>	<u>14</u>	<u>(6)</u>
<b>Total comprehensive income/(loss) for the period</b>	<u><b>10,820</b></u>	<u><b>(2,277)</b></u>	<u><b>3,820</b></u>	<u><b>(11,553)</b></u>
<b>Attributable to:</b>				
Owners of the Company	<u>8,087</u>	<u>(5,477)</u>	<u>(1,966)</u>	<u>(17,272)</u>
Non-controlling interests	<u>2,733</u>	<u>3,200</u>	<u>5,786</u>	<u>5,719</u>
	<u><b>10,820</b></u>	<u><b>(2,277)</b></u>	<u><b>3,820</b></u>	<u><b>(11,553)</b></u>

Notes:

**1. Basis of preparation and significant accounting policies**

The results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, which collective term include all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. They have been prepared under historical cost basis, except that the financial instruments classified as financial assets at fair value through profit or loss are stated at their fair values. The principal accounting policies used in the preparation of the results are consistent with those adopted in the preparation of the annual report of the Group for the year ended 31 March 2015.

## 2. Turnover and other revenue

Turnover represents the invoiced value of goods supplied to customers, net of discounts, returns, value added tax or other sales taxes; service income from provision of beauty and slimming services, net of discounts and franchise fees income. The amount of each significant category of revenue recognised in turnover during the period is as follows:

	<b>For the nine months ended 31 December</b>	
	<b>2015</b>	<b>2014</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Turnover</b>		
Distribution sale of cosmetic and skin care products	1,184,892	1,059,073
Provision of beauty and slimming services	51,338	33,439
Provision of franchise services	11,508	16,457
Sale of health, beauty and related products	1,693	599
	<u>1,249,431</u>	<u>1,109,568</u>
<b>Other revenue</b>		
Referral fee income	4,545	6,842
Management fee income	2,273	2,929
Interest income	96	305
Others	5,688	4,972
	<u>12,602</u>	<u>15,048</u>

## 3. Net change in fair value of financial assets at fair value through profit or loss (“FVTPL”)

	<b>For the nine months ended 31 December</b>	
	<b>2015</b>	<b>2014</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Net realised gains on financial assets at FVTPL	120,398	—
Net unrealised losses on financial assets at FVTPL	(80,365)	—
	<u>40,033</u>	<u>—</u>

#### 4. Income tax expense

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the nine months ended 31 December 2015. No provision for Hong Kong Profits Tax is made for the three months and nine months ended 31 December 2014 as the Companies in the Group either have sustained tax losses or have no assessable profits for Hong Kong Profits Tax purpose. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in relevant countries.

Taxation in the consolidated statement of profit or loss (unaudited) represents:

	<b>For the nine months ended 31 December</b>	
	<b>2015</b>	<b>2014</b>
	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
Hong Kong profits tax	<b>19,866</b>	—
PRC enterprise income tax	<b>7,567</b>	5,861
	<b><u>27,433</u></b>	<b><u>5,861</u></b>

## 5. Earnings/(loss) per share

	For the three months ended 31 December		For the nine months ended 31 December	
	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
<b>Earnings/(loss)</b>				
Profit/(loss) attributable to owners of the Company, used in the basic earnings/(loss) per share calculation	<b>8,046</b>	<b>(5,479)</b>	<b>(2,034)</b>	<b>(17,275)</b>
Interest on convertible note	<b>100</b>			
Profit attributable to owners of the Company, used in the diluted earnings per share calculation	<b>8,146</b>			
<b>Shares</b>				
Weighted average number of ordinary shares in issue, used in the basic earnings/(loss) per share calculation	<b>3,642,271,908</b>	<b>1,277,995,629</b>	<b>2,470,122,585</b>	<b>638,823,038</b>
Effect of conversion of convertible note	<b>147,058,823</b>			
Weighted average number of ordinary shares in issue, used in the diluted earnings per share calculation	<b>3,789,330,731</b>			

The assumed exercise of the outstanding share options has anti-dilutive effect and has therefore been excluded from the calculation of the diluted earnings per share for the three month ended 31 December 2015.

The diluted loss per share for the nine months ended 31 December 2015 and for the three months and nine months ended 31 December 2014 is the same as the basic loss per share as the assumed exercise of the outstanding share options and convertible notes has anti-dilutive effect.

## 6. Consolidated statement of changes in equity

	Attributable to owners of the Company											
	Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payment reserve	Convertible notes reserve	The PRC statutory surplus reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 April 2015</b>	18,211	342,030	(3,637)	8,353	7,127	1,214	8,769	48	(15,574)	366,541	18,754	385,295
<b>Change in equity for the period:</b>												
Issue of shares	18,211	163,902	—	—	—	—	—	—	—	182,113	—	182,113
Share issue expenses	—	(6,644)	—	—	—	—	—	—	—	(6,644)	—	(6,644)
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(9,815)	(9,815)
(Loss)/profit for the period	—	—	—	—	—	—	—	—	(2,034)	(2,034)	5,840	3,806
Other comprehensive income/(loss)	—	—	—	69	—	—	—	—	—	69	(55)	14
<b>At 31 December 2015</b>	<b>36,422</b>	<b>499,288</b>	<b>(3,637)</b>	<b>8,422</b>	<b>7,127</b>	<b>1,214</b>	<b>8,769</b>	<b>48</b>	<b>(17,608)</b>	<b>540,045</b>	<b>14,724</b>	<b>554,769</b>
<b>At 1 April 2014</b>	2,980	181,393	(3,637)	7,896	7,750	1,925	6,673	48	(51,628)	153,400	24,360	177,760
<b>Change in equity for the period:</b>												
Issue of shares	8,938	80,447	—	—	—	—	—	—	—	89,385	—	89,385
Share issue expenses	—	(4,091)	—	—	—	—	—	—	—	(4,091)	—	(4,091)
Conversion of convertible notes into shares	2,128	27,872	—	—	—	(1,005)	—	—	—	28,995	—	28,995
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(6,485)	(6,485)
(Loss)/profit for the period	—	—	—	—	—	—	—	—	(17,275)	(17,275)	5,728	(11,547)
Other comprehensive income/(loss)	—	—	—	3	—	—	—	—	—	3	(9)	(6)
<b>At 31 December 2014</b>	<b>14,046</b>	<b>285,621</b>	<b>(3,637)</b>	<b>7,899</b>	<b>7,750</b>	<b>920</b>	<b>6,673</b>	<b>48</b>	<b>(68,903)</b>	<b>250,417</b>	<b>23,594</b>	<b>274,011</b>

## **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2015 (2014: Nil).

## **MAJOR EVENTS**

- (a) On 12 June 2015, Creative Time Investments Limited, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement with an individual third party (the “Vendor”) for the acquisition of the entire equity interest in I Pro Skin Care Centre Limited (“iPro”) and all debts owed by iPro to the Vendor for a cash consideration of HK\$18,000,000. iPro is a company incorporated in Hong Kong with limited liability and is principally engaged in the operation of a beauty centre for the provision of slimming and beauty services in Hong Kong.
- (b) On 7 July 2015, the Company announced to propose to increase the authorised share capital of the Company to HK\$100,000,000 divided into 10,000,000,000 Shares.

On 7 July 2015, the Company further announced to propose to raise not less than approximately HK\$182.1 million but not more than approximately HK\$185.1 million, before expenses, by way an open offer of not less than 1,821,135,954 Offer Shares and not more than 1,850,955,954 Offer Shares at a subscription price of HK\$0.10 per Offer Share on the basis of one (1) Offer Shares for every one (1) Share held on the Record Date.

The Open Offer has been successfully completed. Dealings in the Offer Shares, in the fully paid form, have been commenced on the Exchange at 9:00 a.m. on 29 September 2015.

Further details of the Open Offer have been disclosed in the announcements of the Company dated 7 July 2015, 23 July 2015, 31 July 2015, 18 August 2015, 19 August 2015 and 24 September 2015, the circular of the Company dated 31 July 2015 and the prospectus of the Company dated 31 August 2015.

- (c) On 23 October 2015, the Acquisition of Property was completed in accordance with the terms and conditions of the Formal Agreement.

Further details of the Acquisition of Property have been disclosed in the announcements of the Company dated 8 May 2015 and 23 October 2015.



## **EVENTS AFTER THE REPORTING PERIOD**

- (a) On 2 February 2016, the Company announced to purpose to adopt the Share Option Scheme pursuant to Chapter 23 of the GEM Listing Rules and a resolution will be proposed at the EGM for the adoption of the Share Option Scheme.

Further details of the adoption of Share Option Scheme have been disclosed in the announcements of the Company dated 2 February 2016.

- (b) Subsequent to the end of the reporting period, the Group sold part of its equity securities held as at 31 December 2015 at approximately HK\$2,989,000 resulting in a fair value net loss on financial assets at fair value through profit or loss of approximately HK\$760,000 to be recognised in the next reporting period.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Business Review**

For the nine months ended 31 December 2015 (the “Period Under Review”), the Group’s turnover amounted to approximately HK\$1,249,431,000, representing an increase of 13% from approximately HK\$1,109,568,000 in the corresponding period in last year. Such increase was mainly due to the remarkable growth in the distribution sales of our Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”). During the Period Under Review, turnover from the distribution business increased by 12% to approximately HK\$1,184,892,000, (2014: approximately HK\$1,059,073,000).

Notwithstanding the challenging market conditions encountered during the Period Under Review, the turnover generated from all our beauty, slimming and spa centres in both Hong Kong and in the People’s Republic of China (the “PRC”) amounted to approximately HK\$51,338,000 (2014: approximately HK\$33,439,000), representing an increase of 54% as compared to that of the corresponding period in last year. During the Period Under Review, the franchise co-operation business contributed approximately HK\$11,508,000 turnover to the Group (2014: approximately HK\$16,457,000).

During the Period Under Review, the Group recorded an increase of approximately HK\$19,498,000 in gross profit and has generated loss attributable to owners of the Company of approximately HK\$2,034,000 (2014: loss of approximately HK\$17,275,000). The decrease were mainly attributable to our new securities investment business, which bought along net change in fair value of financial assets at fair value through profit or loss of approximately HK\$40,033,000 for the Period Under Review (2014: Nil).

## **OUTLOOK**

### **Beauty, Slimming and Spa Centres**

The retail sector in Hong Kong showed meagre growth amidst unstable internal and external economic environments and our beauty, slimming and spa business in Hong Kong was unavoidably affected. Nevertheless the management remains confident of the prospects of the segment given our excellent service management that enables greater quality assurance. The provision of beauty and slimming services by our beauty, slimming and spa centres is targeted at the female population aged 20 to 59 in Hong Kong, which was shown to be continually on the increase and has reached 2,519,200 at the end of 2014 (provisional figure), accounting for 34.7% of the total population according to the statistics of the Census and Statistics Department. We believe there are greater potential to be unleashed from this business despite the turmoil in face.

Our provision of comprehensive high-quality beauty and slimming service in Hong Kong has earned the long-term favour of customers. The combination of procedure sophistication with effective customer-oriented marketing measures such as special trial packages has enabled the provision of competitive products and services that meet the demand and consumption pattern of its target customers. Building on the above strengths, we believe the business will soon become a significant growth driver and made promising contribution to the Group again.

In the pursuit of excellence for its customers and to strengthen its leading market position in the beauty and slimming industry, the Group has introduced a number of innovative and sophisticated beauty, slimming and anti-ageing treatments and machineries. One of the highlights introduced was the “ThermaLift”. It is a technology that was developed to help the signs of ageing skin without surgery. This procedure is non-invasive and there is no “downtime” or recuperation required. The non-surgical facelift/browlift technology uses the most advanced dual mode pulsed light and radio-frequency energy source to produce a desired cosmetic or therapeutic effect without damaging skin. ThermaLift can safely treat wrinkles around the eyes, forehead, lower face and neck.

This technology is complemented by our introduction of the “Collagen Tri-peptide Refining Treatments” which represent a highly potent series of products used to smooth out wrinkles and increase firmness through boosting collagen synthesis and strengthening the skin matrix. This powerful blend contains nano-sized active ingredients that readily penetrate into the dermis layer of the skin for long-lasting smoothing, firming, clarifying and hydrating in all skin types. The results are particularly remarkable when the products are applied with the ThermaLift machine.

Our beauty and slimming business is supported by a strong network in the PRC. On the whole, the beauty and slimming industry is at the dawn of full development, given the ever increasing consumption power of people especially in the second and third tier cities, as well as rising aspiration for personal appearance and well-being among the Chinese consumers. The rise of the new affluent class and consumers’ uplifting demand in China are seen as the main drivers behind the increasing consumption of high quality beauty and slimming products and services. Sophistication also marked the direction of development, with a multifarious range of products and services on the China market including beauty, body sculpting, cosmetics, image design, slimming and health management etc.

To capture the opportunities arising from the trend of market sophistication, we keep on focus on high-end products and services with more rosy prospects, so as to more fully leverage on the strengths of our brand name, Sau San Tong, that enjoys wide recognition, board-based clientele and strong reputation on the market. Over the years, we have successfully built our brand name in the PRC through strategically locating our beauty and slimming centres in prime locations to promote customer access, lavishing on the design and layout of our centres to create an upscale image, and heavily investing in the most advanced technologies and the training of professional beauty technicians. Our beauty and slimming centre in Sinan Mansion, Shanghai and our luxury beauty and slimming clubhouse in Shanghai Bund area both opened in 2013 have added impressive dynamics to our business in the PRC. These two centres are designed to indulge our customers with impeccable treatments and services provided by our stringently trained beauticians using our state-of-art equipment in a fantastic environment. In view of the anticipated strong demand for beauty, slimming and anti-ageing services and products in China where a larger portion of the population moves up the economic ladder, our established presence and reputation in the PRC market will definitely form valuable assets for our efforts to go seize a bigger piece of the high-end market with the view to establish a more sustainable growth and return.

### **Distribution Business in the PRC**

Product distribution in the PRC is another core business of the Group alongside with the provision of slimming and beauty services. Dong Fang is the largest distributor of P&G products in East China Area, with a colossal presence in Jiangsu, Zhejiang and Shanghai. Its provision of high-quality products and services in the distribution of an extensive range of P&G products under the brand names of SKII, Olay, Pantene, Head & Shoulders, Oral-B, Gillette Men, Vidal Sassoon and a number of other brands in the East and West China along the years has helped to establish a solid reputation in the industry. Other household-known names in the portfolio of Dong Fang included Crest, Clairol, and Rejoice.

### **Health, Beauty and Related Products**

The Group understands that a strong portfolio consisted of forerunning beauty and slimming products and services supported by the most advanced technologies is one of the fundamentals to our efforts to consolidate our leading market position and to enable our strategic move to the high-end market. Recently, a number of innovative products have been launched, including the Swiss-developed “PhytoCellTec™ Argan Stem Cell Dermal Anti Treatment”. Being the first skincare in the world proven to be effective in protecting and invigorating the stem cells in the dermis layer of the skin, this product series contains multiple stem cell ingredients to rejuvenate the skin, leaving it with less wrinkles, increased firmness and elasticity. Another star product was the “Haberlea Rhodopensis Skincare Series” that contains Haberlea Rhodopensis, or Resurrection Flower, which is known to survive up to several months of extreme hydration and return to life when proper moisture conditions are restored. Apart from restoring vital moisture to dry skin, this comprehensive skincare Series remarkably corrects the appearance of fine lines and wrinkles, helping to unveil a firmer, denser, sleeker & younger looking complexion.

Moving ahead, we will continue to source and develop new products and treatments supported by cutting-edge technologies and made with safe ingredients in order to cater to the needs of our customers. It is anticipated that the product sales segment will remain one major driver to steam the Group's development in the future.

### **Franchise Co-operation Business in the PRC**

The Group started venturing into the PRC market in 2004 upon seeing the immense potential of this new market. To succeed, we knew that we would need to establish our foothold in the industry and gain a considerable share of the market ahead of our counterparts, or in other words, in a relatively short period of time. The franchise co-operation model was considered a most suitable means to our ends, and it has enabled the Group to swiftly build an extensive network of franchise co-operate shops, capture a sizeable market size and establish a strong brand presence in the PRC upon its initial entry into the China market and over the years. In the future, we will continue to leverage on this successful business model and further expand our network of franchise co-operate beauty and slimming shops with the objective of further consolidating our brand presence and market position.

### **BeautyU Online Booking Platform**

Determined to tap into the virgin market of internet selling in the beauty and slimming industry in PRC, we have launched BeautyU ([www.beautyu.com](http://www.beautyu.com)), the first online beauty and slimming service booking platform in PRC in October 2012. This online shopping website was designed to free our customers from the annoyance of traditional exhausting hard-selling and prepayment practice, and was warmly welcomed by retail customers who wanted to make bookings online in accordance with their own needs. This platform of internet selling continued to perform well over the past years in terms of attracting retail customers, as well as soliciting beauty and slimming service providers to join. We believe the website will continue to be a valuable asset to the Group.

### **Securities Investments Business**

In March 2015, the Group commenced a new business segment of investment in securities, which includes long-term and short-term investments in listed securities in Hong Kong and other recognised securities markets in the overseas as well as wealth management products purchased from banks and other financial institutions, with a view to enhancing the value of the shares of the Company and will therefore be in the interest of the Company and its shareholders as a whole. The Board is of the view that the securities investments business will diversify the income stream of the Group and broaden its revenue base. It is expected that the securities investments business may also improve the capital usage efficiency of the Company and generate additional investment returns on the idle funds of the Company.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES

As at 31 December 2015, the interests or short positions of the Directors and the chief executive of the Company or their respective associates in shares and underlying shares (the "Shares") of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and/or short positions which they are deemed or taken to have under such provisions of the SFO, or which will be required, pursuant to section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long position in shares of the Company

Name of Director	Number of shares			Approximate percentage of interest in the Company's issued share capital
	Corporate interests	Personal interests	Total	
Dr. Cheung Yuk Shan, Shirley	125,328,000 <i>(Note)</i>	161,290,800	286,618,800	7.87%

*Note:* The 125,328,000 shares were held by Biochem Investments Limited ("Biochem"), a company incorporated in the British Virgin Islands with limited liability. The entire issued share capital of Biochem is wholly owned by Dr. Cheung Yuk Shan, Shirley.

Save as disclosed above, as at 31 December 2015, none of the Directors or chief executive of the Company or their respective associates has any personal, family, corporate or other interests or short positions in the shares of the Company or its associated corporations (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are required to be notified to the Company and the Exchange.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES

As at 31 December 2015, so far was known to any Directors or chief executive of the Company, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

## Long position in Shares

Substantial shareholder	Capacity	Number of shareholding	
		Share	Percentage
Like Capital Limited ( <i>Note 1</i> )	Beneficial owner	348,400,000	9.57%
Ethnocentric Investment Limited ( <i>Note 1</i> )	Interest in a controlled corporation	348,400,000	9.57%
Capital VC Limited ( <i>Note 1</i> )	Interest in a controlled corporation	348,400,000	9.57%
China Mobile Games and Entertainment Group Limited	Beneficial owner	341,952,000	9.39%

*Note 1:* Like Capital Limited is a company incorporated in Hong Kong with limited liability which is wholly owned by Ethnocentric Investment Limited, a company incorporated in the British Virgin Islands with limited liability, which is in turn wholly owned by Capital VC Limited, a company incorporated in the Cayman Islands and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2324). As such, each of Ethnocentric Investment Limited and Capital VC Limited is deemed to be interested in all the 348,400,000 Share held by Like Capital Limited.

Save as disclosed above, as at 31 December 2015, no person, other than the Directors of the Company and the chief executive of the Group whose interests are set out in the section “Directors’ and Chief Executive’s Interests and Short Position in Shares” above, had registered an interest or short position in the share capital, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading “Directors and Chief Executive’s Interests and Short Positions in Shares” above, at no time during the Period under Review were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## COMPETING INTERESTS

None of the Directors or substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) has any interest in a business which compete or might compete with the business of the Group.

## **CORPORATE GOVERNANCE PRACTICES**

The Company has established a formal and transparent procedure to protect the interests of the shareholders of the Company. The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules throughout the Period Under Review, except that:

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Currently, the Company does not have a separate Chairman and Chief Executive Officer and Dr. Cheung Yuk Shan, Shirley (“Dr. Cheung”), the founder of the Group, holds both positions. The Board believes that Dr. Cheung can guide discussions and brief the Board in a timely manner on pertinent issues given her solid experience and strong connection in the beauty sector, and that vesting the roles of both Chairman and Chief Executive Officer in her provides the Group with strong and consistent leadership and allows for more effective and efficient planning and execution of long-term business strategies.

Code provision C.1.2 stipulates that the management shall provide all members of the board with monthly updates. Management considers that quarterly updates and periodic instant updates when developments arising out of the ordinary business instead of monthly updates are sufficient for the Board to discharge its duties. Besides, during the Period Under Review, the Executive Directors have provided, and will continue to provide, to all Independent Non-executive Directors updates on any material changes to the position and prospects of the Company, which are considered to be sufficient to provide general updates of the Company’s performance, position and prospects to the Board and allow them to give a balanced and understandable assessment of the same to serve the purpose required by the code provision C.1.2.

## **AUDIT COMMITTEE**

The Group has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The audit committee comprises three Independent Non-Executive Directors, namely Mr. Hong Po Kui, Martin, Ms. Hui Yat Lam and Ms. Chiu Kam Hing, Kathy. The audit committee has reviewed the unaudited financial results of the Group for the three months and nine months ended 31 December 2015.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended 31 December 2015.

On behalf of the Board  
**Sau San Tong Holdings Limited**  
**Cheung Yuk Shan, Shirley**  
*Chairman*

Hong Kong, 4 February 2016

*As at the date of this announcement, the Board comprises Executive Directors namely Dr. Cheung Yuk Shan, Shirley (Chairman) and Mr. Mui Wai Sum; Independent Non-Executive Directors namely Mr. Hong Po Kui, Martin, Ms. Hui Yat Lam and Ms. Chiu Kam Hing, Kathy.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company's website at [www.sausantong.com](http://www.sausantong.com).*