



**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)**

## **RESULTS ANNOUNCEMENT**

### **FOR THE THREE MONTHS AND SIX MONTHS ENDED 30 SEPTEMBER 2008**

#### **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.**

*The Exchange takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*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; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.*

\* For identification purpose only

## RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months and six months ended 30 September 2008, together with the comparative figures of the corresponding period in 2007, as follows:

### CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)

	Notes	For the three months ended 30 September		For the six months ended 30 September	
		2008 HK\$'000	2007 HK\$'000	2008 HK\$'000	2007 HK\$'000
Turnover	2	114,317	113,108	225,406	218,804
Cost of sales		<u>(90,707)</u>	<u>(84,901)</u>	<u>(176,855)</u>	<u>(162,749)</u>
Gross profit		23,610	28,207	48,551	56,055
Other revenue		109	972	3,385	3,453
Selling and distribution expenses		(14,837)	(14,968)	(31,029)	(27,794)
General and administrative expenses		<u>(12,546)</u>	<u>(9,988)</u>	<u>(22,551)</u>	<u>(19,413)</u>
(Loss)/profit from operating activities		(3,664)	4,223	(1,644)	12,301
Finance costs		<u>(263)</u>	<u>(121)</u>	<u>(698)</u>	<u>(285)</u>
(Loss)/profit before taxation	3	(3,927)	4,102	(2,342)	12,016
Taxation	4	<u>(235)</u>	<u>(275)</u>	<u>(466)</u>	<u>(922)</u>
(Loss)/profit for the period		<u><u>(4,162)</u></u>	<u><u>3,827</u></u>	<u><u>(2,808)</u></u>	<u><u>11,094</u></u>
Attributable to:					
Equity holders of the Company		(4,536)	2,441	(3,371)	5,898
Minority interests		<u>374</u>	<u>1,386</u>	<u>563</u>	<u>5,196</u>
		<u><u>(4,162)</u></u>	<u><u>3,827</u></u>	<u><u>(2,808)</u></u>	<u><u>11,094</u></u>
(Loss)/earnings per share	5				
Basic		<u><u>(0.47) cents</u></u>	<u><u>0.27 cents</u></u>	<u><u>(0.35) cents</u></u>	<u><u>0.71 cents</u></u>
Diluted		<u><u>N/A</u></u>	<u><u>N/A</u></u>	<u><u>N/A</u></u>	<u><u>N/A</u></u>

## CONDENSED CONSOLIDATED BALANCE SHEET

		(Unaudited) 30 September 2008 <i>HK\$'000</i>	(Audited) 31 March 2008 <i>HK\$'000</i>
	<i>Notes</i>		
<b>Non-current assets</b>			
Goodwill		250	250
Property, plant and equipment	6	24,067	22,737
		<u>24,317</u>	<u>22,987</u>
<b>Current assets</b>			
Inventories		7,468	6,689
Due from minority shareholders		16,195	17,482
Prepayments, deposits and other receivables		39,854	34,190
Trade receivables	7	34,721	35,642
Pledged bank deposit		5,539	5,539
Cash and bank balances		26,259	44,954
		<u>130,036</u>	<u>144,496</u>
<b>Current liabilities</b>			
Bank borrowings		22,130	22,131
Due to a director		7,340	—
Trade payables	8	17,231	15,004
Deferred income		13,028	18,110
Other payables and accruals		7,606	21,699
Obligations under finance lease		47	302
Taxation payable		197	197
		<u>67,579</u>	<u>77,443</u>
<b>Net current assets</b>		<u>62,457</u>	<u>67,053</u>
<b>Total assets less current liabilities</b>		<u>86,774</u>	<u>90,040</u>
<b>Non-current liabilities</b>			
Deferred tax liabilities		3,041	3,041
Net assets		<u>83,733</u>	<u>86,999</u>
<b>Capital and reserves</b>			
Share capital		9,599	9,599
Reserves		44,713	48,542
<b>Equity attributable to equity holders of the Company</b>		<u>54,312</u>	<u>58,141</u>
<b>Minority interests</b>		<u>29,421</u>	<u>28,858</u>
<b>Total equity</b>		<u>83,733</u>	<u>86,999</u>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 September 2008

	Attributable to equity holders of the Company										
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Exchange reserve HK\$'000	Share-based payment reserve HK\$'000	The PRC statutory surplus reserve HK\$'000	Capital reserve HK\$'000	Retained profits/ losses HK\$'000	Total HK\$'000	Minority interests HK\$'000	Total equity HK\$'000
<b>At 1 April 2008</b>	9,599	90,926	(3,637)	675	3,315	784	—	(43,521)	58,141	28,858	86,999
Placing of new shares	—	—	—	—	—	—	—	—	—	—	—
Share issuance costs	—	—	—	—	—	—	—	—	—	—	—
Loss for the period	—	—	—	—	—	—	—	(3,371)	(3,371)	563	(2,808)
Exchange adjustments	—	—	—	(458)	—	—	—	—	(458)	—	(458)
Equity contribution by minority shareholders	—	—	—	—	—	—	—	—	—	—	—
<b>At 30 September 2008</b>	<u>9,599</u>	<u>90,926</u>	<u>(3,637)</u>	<u>217</u>	<u>3,315</u>	<u>784</u>	<u>—</u>	<u>(46,892)</u>	<u>54,312</u>	<u>29,421</u>	<u>83,733</u>
<b>At 1 April 2007</b>	6,669	45,342	(3,652)	11	1,757	444	100	(41,599)	9,072	16,636	25,708
Placing of new shares	2,930	47,147	—	—	—	—	—	—	50,077	—	50,077
Share issuance costs	—	(1,564)	—	—	—	—	—	—	(1,564)	—	(1,564)
Profit for the period	—	—	—	—	—	—	—	5,898	5,898	5,196	11,094
Exchange adjustments	—	—	—	278	—	—	—	—	278	—	278
Equity contribution by minority shareholders	—	—	—	—	—	—	—	—	—	7,221	7,221
<b>At 30 September 2007</b>	<u>9,599</u>	<u>90,925</u>	<u>(3,652)</u>	<u>289</u>	<u>1,757</u>	<u>444</u>	<u>100</u>	<u>(35,701)</u>	<u>63,761</u>	<u>29,053</u>	<u>92,814</u>

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT (UNAUDITED)

	For the six months ended 30 September	
	2008	2007
	HK\$'000	HK\$'000
Net cash used in operating activities	(11,308)	(8,199)
Net cash used in investing activities	(6,633)	(15,375)
Net cash (used in)/generated from financing activities	(255)	60,585
Net (decrease)/increase in cash and cash equivalents	(18,196)	37,011
Net cash and cash equivalents as at 1 April	44,954	20,533
Effect of foreign exchange rate changes, net	(499)	53
Cash and cash equivalents as at 30 September	<u>26,259</u>	<u>57,597</u>
Analysis of balances of cash and cash equivalents:		
Cash and bank balances	<u>26,259</u>	<u>57,597</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 includes 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. The results also comply with the applicable disclosure provisions of the GEM Listing Rules. They have been prepared under historical cost convention, except for financial assets and financial liabilities that have been measured at fair value. 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 2008.

### 2. Turnover and segment information

Turnover represents the invoiced value of goods sold, net of discounts and returns, value-added tax and sales tax and the appropriate proportion of contract revenue from beauty and slimming services rendered, net of discounts. The Group is principally engaged in three business segments, including the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products and sales of other health and beauty products.

An analysis of the Group's turnover and operating results for the six months ended 30 September 2008 by business segments is as follows:

For the six months ended 30 September 2008

	Distribution sales <i>HK\$'000</i>	Service income <i>HK\$'000</i>	Sales of other health and beauty products <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Group <i>HK\$'000</i>
Turnover					
External sales	178,782	45,609	1,015	—	225,406
Inter-segment sales	—	—	—	—	—
	<u>178,782</u>	<u>45,609</u>	<u>1,015</u>	<u>—</u>	<u>225,406</u>
Segment profit/(loss)	<u>1,983</u>	<u>(1,295)</u>	<u>(1,025)</u>		(337)
Unallocated costs					(4,692)
Other revenue					<u>3,385</u>
Loss from operations					(1,644)
Finance costs					<u>(698)</u>
Loss before taxation					(2,342)
Taxation					<u>(466)</u>
Loss for the period					<u>(2,808)</u>

For the six months ended 30 September 2007

	Distribution sales <i>HK\$'000</i>	Service income <i>HK\$'000</i>	Sales of other health and beauty products <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Group <i>HK\$'000</i>
Turnover					
External sales	161,792	56,032	980	—	218,804
Inter-segment sales	—	—	693	(693)	—
	<u>161,792</u>	<u>56,032</u>	<u>1,673</u>	<u>(693)</u>	<u>218,804</u>
Segment profit/(loss)	<u>969</u>	<u>14,064</u>	<u>(731)</u>		14,302
Unallocated costs					(5,454)
Other revenue					<u>3,453</u>
Profit from operations					12,301
Finance costs					<u>(285)</u>
Profit before taxation					12,016
Taxation					<u>(922)</u>
Profit for the period					<u>11,094</u>

### 3. (Loss)/profit before taxation

(Loss)/profit before taxation is stated after crediting and charging the followings:

	For the six months ended 30 September	
	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
<b>Crediting</b>		
Interest income	12	48
Management and consultancy fee incomes	—	2,183
	<u>          </u>	<u>          </u>
<b>Charging</b>		
Depreciation		
— Owned assets	5,600	3,592
— Leased assets	164	164
Operating lease rentals		
— Land and buildings	8,757	7,098
Interest on bank borrowings	682	231
Finance charges on obligation under finance leases	16	22
	<u>          </u>	<u>          </u>

### 4. Taxation

No Hong Kong profits tax has been provided for the three months and six months ended 30 September 2008 as the Group did not have any assessable profit (three months and six months ended 30 September 2007: Nil). PRC enterprise income tax has been provided at the rate of 25% (three months and six months ended 30 September 2007: 33%) on the estimated assessable profit.

The details of the taxation charge are as follows:

	For the six months ended 30 September	
	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Hong Kong profits tax	—	—
PRC enterprise income tax	466	922
	<u>          </u>	<u>          </u>
	<u>          </u>	<u>          </u>

### 5. (Loss)/earnings per share

The calculation of basic loss per share for the three months and the six months ended 30 September 2008 are based on the unaudited loss attributable to equity holders of the Company of approximately HK\$4,536,000 and HK\$3,371,000 respectively (2007: profit of approximately HK\$2,441,000 and HK\$5,898,000 respectively) and on 959,880,000 shares in issue during the periods (2007: weighted average number of approximately 905,973,000 shares and approximately 836,510,000 shares in issue during the periods).

No diluted loss per share has been presented for the three months and six months ended 30 September 2008 because the exercise of the outstanding share option of the Company would result in reducing loss per share. No diluted earnings per share for the three months and six months ended 30 September 2007 has been presented as the exercise price of the Company's share options was higher than the average market price of the shares.

## 6. Property, plant and equipment

	(Unaudited) 30 September 2008 <i>HK\$'000</i>	(Unaudited) 30 September 2007 <i>HK\$'000</i>
Opening net book amount	22,737	19,978
Exchange adjustments	41	340
Additions	6,645	5,083
Disposals	408	(566)
Depreciation	(5,764)	(3,756)
	<u>24,067</u>	<u>21,079</u>

## 7. Trade receivables

The aging analysis of trade receivables, based on invoice date, is as follows:

	(Unaudited) 30 September 2008 <i>HK\$'000</i>	(Audited) 31 March 2008 <i>HK\$'000</i>
0 to 30 days	26,456	35,207
31 to 60 days	4,105	136
61 to 120 days	1,340	46
Over 120 days	2,962	579
<i>Less: Provision for doubtful debts</i>	(142)	(326)
	<u>34,721</u>	<u>35,642</u>



## 8. Trade payables

The aging analysis of trade payables, based on invoice date, is as follows:

	<b>(Unaudited)</b> <b>30 September</b> <b>2008</b> <b>HK\$'000</b>	<b>(Audited)</b> <b>31 March</b> <b>2008</b> <b>HK\$'000</b>
0 to 30 days	<b>16,110</b>	14,347
31 to 90 days	<b>240</b>	644
91 to 365 days	<b>881</b>	13
	<b>17,231</b>	<b>15,004</b>

## 9. Related party transactions

No interest was paid for the amount due to Dr. Cheung Yuk Shan, Shirley, a director of the Company, for the six months ended 30 September 2008 (2007: HK\$32,000).

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2008 (2007: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

For the six months ended 30 September 2008 (“the Period Under Review”), turnover amounted to approximately HK\$225,406,000, representing a 3% increase from approximately HK\$218,804,000 in the corresponding period in last year. Such increase was mainly contributed by the improved contribution by Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”), a subsidiary of the Company which is engaged in the distribution of P&G’s personal care products in Shanghai and P&G’s cosmetic and skin care products, including SK-II in the eastern and western part of the People’s Republic of China (“the PRC”). Turnover from such distribution business amounted to approximately HK\$178,782,000 during the Period Under Review (2007: approximately HK\$161,792,000).

During the Period Under Review, the adverse impacts of financial tsunami started to affect the retail and services industry, including the slimming and beauty industry. For the three months ended 30 September 2008, turnover generated from all the beauty, slimming and spa centres in Hong Kong and in the PRC amounted to approximately HK\$21,169,000 (2007: approximately HK\$28,689,000), and the turnover generated from all the beauty, slimming and spa centres during the Period Under Review amounted to approximately HK\$45,609,000 (2007: approximately HK\$56,032,000).

The significantly drop in turnover generated from slimming and beauty business harms the gross profit very much. During the Period Under Review, the Group recorded a decrease of approximately HK\$7,504,000 in gross profit and has generated a loss attributable to equity holders of the Company of approximately HK\$3,371,000, compared with a profit of approximately HK\$5,898,000 in the corresponding period in last year. Such downturn is attributable to the economic slowdown as mentioned, together with the investments on the Group's expansion in the PRC.

## **Outlook**

We expect the slowdown in the global economy caused by a crisis in the global financial system to continue in the remaining calendar year and into early of 2009. This will offer challenges but also unique opportunities for our businesses in the coming quarters. The Group is financially strong and we have no investments in derivatives, bonds or structured financial products. Facing with extreme business environment, we are now actively developing new ideas and exploring new business opportunities, and we are highly confident to ride through it. In the coming months of time, we will also focus on risk management, cost control as well as efficiency improvement. Since we are well positioned to take advantage of this situation, the economic climate offers potential new opportunities which could enhance our growth and profitability in medium to long term.

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

For Hong Kong, the Group providing not only slimming services but also a variety of non-slimming services. In addition to a range of comprehensive beauty and health services and the successfully launch of "Anti-aging program" in 2006, the Group introduced the "Lipolaser Slimming treatment" and "Gold Facial" medical cosmetology in late of 2007. Contributed by the advanced new technology, we can help our customers to regain their youth and slimness effectively and efficiency. In near future, the Group will bring us the "Nano Cavitation Treatment", medical cosmetology, Chinese, Western & Thai style spa beauty treatments. With the above-mentioned advantage, the Group is optimistic on this new type of service which in turn will strengthen the profitability of the Group.

For PRC, due to economic boom in the PRC and the more awareness of health, the citizens there are more affordable and more willing to pay for beauty and health of her own. This benefits our beauty, slimming and spa centres, as shown by our strong performance of our PRC beauty, slimming and spa centres. As the Group expects the prosperity in the PRC will continue, the Group is actively seeking opportunities to open new beauty, slimming and spa centres in major cities in the PRC and the distribution of beauty products in order to capture the untapped market. In July 2008, 2 brand new beauty, slimming and spa centres have already been opened in Beijing, the Capital of PRC.

### ***Management Consultation Services***

Being the leading beauty and slimming services provider, our Group has accumulated a wealth of experience in the management and operation of beauty, slimming and spa centres as well as high caliber professionals from the industry. In order to capitalize its existing resources, the Group has embarked the provision of management consultation services for the setting up beauty and slimming centres.

Recently, our Group partnered New World Group and Sinolink Group to develop clubhouses and spa beauty centres for luxury estates in PRC. Benefit from their years of experience in real estate market and our reputation in beauty and slimming industry, it will become a new stream of income in future.

The Group is confident that there will be an immense demand for this kind of services in the PRC since the beauty and slimming market there is still under developed with a shortage of expertise. Also, provision of this kind of services command not much overhead costs and thus contributing to a positive revenue growth to the Group.

### ***Health and Beauty Products***

During the past years, the Group's ability to introduce innovative and quality products has earned a leading status in the Hong Kong market. Besides Hong Kong, the Group is planning the distribution of health and beauty products to the major cities in the PRC, with satisfactory progress. The management believes by leveraging on "Sau San Tong" brand name and the customer confidence built up over the prior years, these health and beauty products will be well received in the market bringing forth an additional revenue stream for the Group.

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

After the challenge of PRC authority to SK-II brand in 2006, with the Group's great effort, the sales of SK-II gradually regain. Although the contributions to turnover as well as the profit derived from Dong Fang show only a mild improvement as compared to those before the incident, the pace and trend of recovery are encouraging. And, the Group firmly believed that SK-II will resume its position in the PRC market soon. Besides of SK-II, the Group also distributes Olay, Philips and Gillette's products through its well developed distribution channel. We believe it will bring sizeable revenue for the Group in near future. Looking forward, as the PRC market continues to boom showing immense potential for P&G products, the management anticipates the revenues generated from the distribution business will experience further growth and will in turn provide the Group with stable source of income.

## **CAPITAL RESOURCES AND LIQUIDITY**

Cash and bank balances as at 30 September 2008 were approximately HK\$31,798,000, compared to approximately HK\$50,493,000 as at 31 March 2008. As at 30 September 2008, the Group's liability was approximately HK\$70,620,000, compared to approximately HK\$80,484,000 as at 31 March 2008. It includes account payables and other payables approximately HK\$24,837,000 (31 March 2008: HK\$36,703,000), mainly for daily operations of our subsidiary — Dong Fang, deferred income approximately HK\$13,028,000 (31 March 2008: HK\$18,110,000) and bank borrowings approximately HK\$22,130,000 (31 March 2008: HK\$22,131,000), bank borrowings is also for Dong Fang trading activities. The Group's gearing ratio was 26%, based on the total of bank borrowings and obligations under finance lease over the net assets of the Group. Liabilities will be generally financed by internal resources of the Group. The liquidity ratio of the Group represented by a ratio of current assets over current liabilities was 1.92 : 1 (31 March 2008: 1.87 : 1), reflecting the adequacy of financial resources. The Group's bank balance are mainly denominated in Hong Kong Dollars and Renminbi while the bank borrowings are denominated in Renminbi and the Group has no significant exposure to foreign exchange fluctuations.

## **TREASURY POLICY**

The Group adopts a conservative approach towards its treasury policies. The Group evaluates the financial condition of its customers regularly so as to reduce the credit risk. The average outstanding days of the Group's accounts receivable was maintained at about 90 days.

## **CONTINGENT LIABILITIES**

As at 30 September 2008, the Company has issued a corporate guarantee approximately amounting to HK\$17,040,000 (equivalent to RMB15,000,000) to a bank in respect of banking facilities granted to Dong Fang, a subsidiary (31 March 2008: HK\$16,618,000); and has given a corporate guarantee to a finance company in respect of the finance lease facilities for high-tech beauty and slimming machinery of approximately HK\$1,748,000 (31 March 2008: HK\$1,748,000) granted to a subsidiary.

## **EMPLOYEE INFORMATION**

As at 30 September 2008, the Group had around 482 employees (2007: around 422 employees). During the Period Under Review, the Group's total staff costs amounted to approximately HK\$18,728,000 (2007: approximately HK\$17,731,000). The increases in number of employees as well as the total staff costs are mainly due to the opening of two beauty, slimming and spa centres in Beijing in July 2008 and the expansion of Dong Fang during the Period Under Review.

The Group's remuneration policies are formulated on the basis of the performance and experience of individual employee and are in line with local market practices where the Group operates. In addition to the salary, the Group also offers to its employees other fringe benefits including Mandatory Provident Fund and medical benefits. The Group has a share option scheme whereby qualified participants may be granted options to acquire shares of the Company and there is an aggregate of 24,690,000 outstanding options as at 30 September 2008.

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

As at 30 September 2008, 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	149,200,000 (Note 1)	100,070,000	249,270,000	25.97%

#### Note:

1. The 149,200,000 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.

### Long position in underlying shares of the Company:

The interests in the underlying shares of the Company arise from share options granted to the Directors of the Company under the Company's share option scheme, details of which are as follows:

Name of Director	Date of grant	Exercisable period	Subscription price per share	Aggregate long position in underlying shares of the Company	Approximate percentage of interest in the Company's issued share capital
Dr. Cheung Yuk Shan, Shirley	10 September 2004	10 September 2004 — 3 November 2013	HK\$0.512	5,000,000	0.52%
Mr. Cheung Ka Heng, Frankie	10 September 2004	10 September 2004 — 3 November 2013	HK\$0.512	5,000,000	0.52%

*Note:*

1. The above interest constitutes a long position of the Director in a physically settled equity derivative for the purpose of the SFO.

Save as disclosed above, as at 30 September 2008, 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 (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.

## SHARE OPTION SCHEME

Details of the movements of the share options pursuant to the share option scheme of the Company are summarized as follows:

	<b>Date of grant</b>	<b>Exercisable period</b>	<b>Subscription price per share HK\$</b>	<b>At 1 April 2008</b>	<b>Cancelled/ lapsed during the period</b>	<b>At 30 September 2008</b>
Directors	10 September 2004	10 September 2004 — 3 November 2013	0.512	10,000,000	—	10,000,000
Employees	2 September 2004	2 September 2004 — 1 September 2009	0.489	1,000,000	—	1,000,000
	20 May 2005	20 May 2005 — 19 May 2010	0.534	800,000	—	800,000
	6 September 2005	6 September 2005 — 5 September 2010	0.487	12,890,000	—	12,890,000
				<u>24,690,000</u>	<u>—</u>	<u>24,690,000</u>
Weighted average exercise price				<u>HK\$0.499</u>		<u>HK\$0.499</u>
Weighted average of remaining contractual life				<u>3.66 years</u>		<u>3.16 years</u>

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 September 2008, so far as 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	Number of share options held
Biochem	Beneficial owner	149,200,000	15.54%	—
Dr. Cheung Yuk Shan, Shirley	Beneficial owner	100,070,000	10.43%	5,000,000
GEM Hero Investments Limited	Beneficial owner	144,000,000	15.00%	—
Galaxy China Opportunities Fund	Beneficial owner	119,220,000	12.42%	—

Save as disclosed above, as at 30 September 2008, 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 year, except that:

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. Cheung Yuk Shan, Shirley is both the Chairman and chief executive officer of the Company. The Board is of the view that it is in the best interests of the Group to have Dr. Cheung, who is the founder of the Group with vast and solid experience in the beauty sector, to perform the dual role so that the Board can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues. With Dr. Cheung being the chief executive officer, the Group can also benefit from having strong connection and network in the beauty market.

## **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, Mr. Li Kuo Hsing and Ms. Hui Yat Lam. The audit committee has reviewed the unaudited financial results of the Group for the three months and six months ended 30 September 2008.

## **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 six months ended 30 September 2008.

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

Hong Kong, 13 November 2008

*As at the date of this announcement, the Board comprises Executive Directors namely Dr. Cheung Yuk Shan, Shirley (Chairman), Mr. Cheung Ka Heng, Frankie; Independent Non-Executive Directors namely Mr. Hong Po Kui, Martin, Mr. Li Kuo Hsing and Ms. Hui Yat Lam.*

*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.*