



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 2012**

**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 2012

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 2012 together with comparative figures of the corresponding period ended in 2011 as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2012 HK\$'000	2011 HK\$'000	2012 HK\$'000	2011 HK\$'000
Turnover	2	296,366	291,478	837,856	739,375
Cost of sales		(258,331)	(250,097)	(720,133)	(604,730)
Gross profit		38,035	41,381	117,723	134,645
Other revenue	2	2,884	842	3,607	1,437
Selling and distribution expenses		(18,529)	(20,894)	(52,441)	(56,345)
General and administrative expenses		(18,771)	(16,081)	(55,292)	(47,766)
Profit from operations		3,619	5,248	13,597	31,971
Finance costs		(640)	(271)	(1,115)	(662)
Share of losses of jointly controlled entities		(1,826)	(147)	(325)	(528)
Profit before taxation		1,153	4,830	12,157	30,781
Income tax expenses	3	(2,861)	(1,451)	(7,343)	(3,566)
Profit/(loss) for the period		<u>(1,708)</u>	<u>3,379</u>	<u>4,814</u>	<u>27,215</u>
Attributable to:					
Owners of the Company		(4,579)	3,192	(2,217)	23,602
Non-controlling interests		2,871	187	7,031	3,613
		<u>(1,708)</u>	<u>3,379</u>	<u>4,814</u>	<u>27,215</u>
(Loss)/earnings per share	4				
Basic and diluted, HK cents		<u>(1.84)</u>	<u>1.29</u>	<u>(0.89)</u>	<u>9.51</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

	For the three months		For the nine months	
	ended 31 December		ended 31 December	
	2012	2011	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(loss) for the period	<u>(1,708)</u>	<u>3,379</u>	<u>4,814</u>	<u>27,215</u>
Other comprehensive income for the period:				
Exchange differences on translation of financial statements of overseas subsidiaries, net of nil tax	<u>93</u>	<u>(280)</u>	<u>247</u>	<u>174</u>
Total comprehensive profit/(loss) for the period	<u><u>(1,615)</u></u>	<u><u>3,099</u></u>	<u><u>5,061</u></u>	<u><u>27,389</u></u>
Attributable to:				
Owners of the Company	<u>(4,526)</u>	<u>2,813</u>	<u>(2,081)</u>	<u>23,674</u>
Non-controlling interests	<u>2,911</u>	<u>286</u>	<u>7,142</u>	<u>3,715</u>
Total comprehensive profit/(loss) for the period	<u><u>(1,615)</u></u>	<u><u>3,099</u></u>	<u><u>5,061</u></u>	<u><u>27,389</u></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 and Accounting Guidelines 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 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 2012.

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 tax; 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:

	For the nine months ended 31 December	
	2012	2011
	HK\$'000	HK\$'000
Turnover		
Distribution sales of cosmetic and skin care products	742,249	609,105
Provision of beauty and slimming services	64,794	85,100
Franchise fees income	29,970	43,947
Sales of other health and beauty products	843	1,223
	<u>837,856</u>	<u>739,375</u>
Other revenue		
Interest income	124	99
Management and consultancy fee income	2,694	53
Others	789	1,285
	<u>3,607</u>	<u>1,437</u>

3. Income tax expense

No provision for Hong Kong Profits Tax is made for the three months and nine months ended 31 December 2012 as the Companies in the Group either have sustained tax losses or no assessable profit for Hong Kong Profits Tax purpose (three months and nine months ended 31 December 2011: Nil). Taxation for subsidiaries outside Hong Kong is charged at the appropriate rate of taxation ruling in relevant tax jurisdictions.

The details of the taxation charge are as follows:

	For the nine months ended 31 December	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong profits tax	—	—
PRC enterprise income tax	<u>7,343</u>	<u>3,566</u>
	<u>7,343</u>	<u>3,566</u>

4. (Loss)/earnings per share

The calculation of basic (loss)/earnings per share for the three months and the nine months ended 31 December 2012 are based on the unaudited loss attributable to owners of the Company of approximately HK\$4,579,000 and HK\$2,217,000 respectively (2011: profit of approximately HK\$3,192,000 and HK\$23,602,000 respectively) and on the weighted average number of approximately 248,293,750 shares in issue during the respective periods (three months and nine months ended 31 December 2011: on the weighted average number of 248,293,750 shares).

No diluted (loss)/earnings per share for the three months and nine months ended 31 December 2012 have been presented as the assumed exercise of the outstanding share options and convertible notes has anti-dilutive effect.

5. Condensed consolidated statement of changes in equity (unaudited)

	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	Accumulated losses	Total	Non-controlling interests	Total equity
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
At 1 April 2012	2,483	160,072	(3,637)	6,673	10,796	1,315	2,668	(61,382)	118,988	23,382	142,370
Change in equity for the period:											
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	(5,321)	(5,321)
Total comprehensive profit/(loss) for the period	—	—	—	136	—	—	—	(2,217)	(2,081)	7,142	5,061
At 31 December 2012	2,483	160,072	(3,637)	6,809	10,796	1,315	2,668	(63,599)	116,907	25,203	142,110
At 1 April 2011	2,483	160,072	(3,637)	5,533	9,337	1,315	1,744	(85,073)	91,774	19,632	111,406
Change in equity for the period:											
Total comprehensive profit for the period	—	—	—	72	—	—	—	23,602	23,674	3,715	27,389
At 31 December 2011	2,483	160,072	(3,637)	5,605	9,337	1,315	1,744	(61,471)	115,448	23,347	138,795

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months and nine months ended 31 December 2012 (2011: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

For the nine months ended 31 December 2012 (“the Period Under Review”), the Group’s turnover amounted to approximately HK\$837,856,000, representing an increase of 13% from approximately HK\$739,375,000 in the corresponding period in last year. Such increase was due to the sustainable 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 22% to approximately HK\$742,249,000, (2011: approximately HK\$609,105,000).

Notwithstanding the challenging market conditions encountered during the Period Under Review, all our beauty, slimming and spa centres in both Hong Kong and in the PRC have a satisfactory performance in the Period Under Review. During the Period Under Review, the turnover generated from all our beauty, slimming and spa centres amounted to approximately HK\$64,794,000 (2011: approximately HK\$85,100,000), representing a decrease of 24% as compared to that of the corresponding period in last year. During the Period Under Review, the franchise co-operation business contributed HK\$29,970,000 turnover to the Group (2011: HK\$43,947,000).

During the Period Under Review, the Group recorded a decrease of approximately HK\$16,922,000 in gross profit and has generated loss attributable to owners of the Company of approximately HK\$2,217,000 (2011: profit of approximately HK\$23,602,000). The results is still satisfactory under intense competition and the drastic business environment among the slimming and beauty market.

On 28 December 2012, Bravo Media Limited (“Bravo Media”), a direct wholly-owned subsidiary of the Company, Beauty University Management Limited (“Beauty University”), a direct wholly-owned subsidiary of Bravo Media and an indirect wholly-owned subsidiary of the Company, and the Company have entered into an Investment Agreement with Merit Wise Enterprises Limited (“Merit Wise”). Pursuant to the Investment Agreement, amongst other things, Merit Wise shall inject HK\$20,000,000 into Beauty University and following the making of the Investment, Beauty University shall allot (i) 20 Shares to Merit Wise, which comprises 20% of the entire issued share capital of Beauty University, and (ii) 79 Shares to Bravo Media, which comprises 79% of the entire issued share capital of Beauty University. Details of which was set out in the announcement dated 28 December 2012.

OUTLOOK

Beauty, Slimming and Spa Centres

In Hong Kong, with the uplifting lifestyle of females, beauty, slimming and anti-aging have gradually turned from luxury to become the daily necessities. With the increasing stress and pace of life, the Group understands that clients are requesting efficient and effective, relaxing and revitalizing beauty and slimming services. In response to these high demands, Sau San Tong introduces many innovative beauty and slimming, as well as anti-aging treatments, among of these, “Perfect Body Contouring Combination System” is one of our highlights. It uses ultrasound waves to generate cavitations to emulsifying fat and then removing them from our bodies naturally through urine and lymphatic system. Besides, Sau San Tong also brings “Bubble O₂ OxySpace” from Europe to our prestige clients, Bubble O₂ OxySpace provides purified oxygenated environment to increase the effectiveness of various kinds of beauty and slimming treatments, and at the same time, our clients can breathe 0% polluted air and to enjoy deep relax. Sau San Tong devoted to allow our clients feel like reborn after receiving our tailor-made and effective treatments. In addition to provide the best in class services to our clients, the Group also invests more and more resources to the research and development. Sau San Tong’s mission is bring out the most beautiful side of each of our clients.

China’s vast beauty and slimming market is growing extremely fast. As income levels continue to rise and leading to higher consumption power, mainland female consumers’ demands for high-end slimming and beauty services is bound to increase further. The Group entered into PRC market long time ago, we built up our prestige brand, opened deluxe beauty, slimming and spa centres in major cities and developed the strong distribution sales network. All these moves proven our long-term vision and strategy are on the right track. The Group keeps on seeking opportunities to open new beauty, slimming and spa centres in potential cities in the PRC and the distribution of beauty products in order to capture the untapped market.

Management Consultation Services

Being the leading beauty and slimming services provider, the 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, slimming and spa centres. The Group believes that, with a lack of expertise in the PRC beauty and slimming market, a high demand for this kind of consultancy services is expected.

Health and Beauty Products

The Group’s ability of introducing innovative and quality products has been proven in the past and earned a leading status in Hong Kong market. The management believes by leveraging on “Sau San Tong” brand name and the customer confidence built up over the years, these health and beauty products will be well received in the market. With the introduction of the Consultant, more

than 100 points of sales in the PRC have been located. Moreover, with the opening of more and more franchise co-operate beauty and slimming shops in the PRC, the Group is confident that the products sales business line will be another major stream of business of the Group.

Distribution Business in the PRC

Apart from provision of slimming and beauty services, another major line of business is product distribution. Dong Fang is the biggest distributor in East China Area of P&G products, and we are the sole distributor of SK-II, the world top class skincare brand, in the Eastern and Western China. Aside from SK-II, we also distribute Olay and various P&G personal care, cosmetic and skin care products and also Gillette Men series. Besides, Dong Fang is authorized by P&G as the sole distributor to distributes its world famous brands of prestige fragrances, such as, Gucci, Dolce & Gabbana, Hugo, BOSS, Anna Sui, Dunhill, MontBlanc, ESCADA, etc. in the PRC (except for departmental store channel). Looking forward, as the PRC market continues to boom showing immense potential for high-end products, the management anticipates the revenues generated from the distribution business will experience new heights and in turn contribute to the Group with stable and sizeable source of income.

Franchise Co-operation Business in the PRC

Since when the Group tapped in the PRC market in 2004, the Group was undoubtedly believed that the PRC market is so vast and full of opportunities. In order to grab the market share and to build up the brand rapidly, we believe that franchising co-operation model should be the best way. A few years ago, the Group attempted the franchise co-operation business with internal available resources. However, due to the lack of allocated resources and expertise, the performance is still thankless even after years of effort. We learnt a precious lesson.

In June 2010, the Group reformed the business model of franchise co-operation business, with the passion and efforts of the Group, the growing of such business segment is still on track. However, the growing pace of the franchise co-operation business is highly depends on the overall business environment, the high jump of rent and payroll hinder the opening of franchise co-operation shops, and directly slow down the development of the business segment. From the positive feedback of our existing co-operate beauty and slimming shops, it shows the Group is on the right business strategy track and it also indicates that the brand image of the Group is highly reputed and the Group's vision is correct, and giving the Group's confidence to invest more resources into it.

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

As at 31 December 2012, 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	31,332,000 <i>(Note 1)</i>	40,322,700	71,654,700	28.86%
Mr. Cheung Ka Heng, Frankie	—	4,828,000	4,828,000	1.94%

Note 1: The 31,332,000 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

Share Option Scheme

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\$7.9226	323,124	0.13%
Mr. Cheung Ka Heng, Frankie	10 September 2004	10 September 2004 — 3 November 2013	HK\$7.9226	323,124	0.13%
Mr. Cheung Ka Heng, Frankie	2 March 2011	2 March 2011 — 1 March 2016	HK\$0.66	2,000,000	0.81%

Note: 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 31 December 2012, 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 2012, 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		Number of share options held
		Share	Percentage	
Biochem	Beneficial owner	31,332,000	12.62%	—
Dr. Cheung Yuk Shan, Shirley	Beneficial owner	40,322,700	16.24%	323,124

Save as disclosed above, as at 31 December 2012, 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 Quarter, 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.

According to code provision E.1.3, the notice of the annual general meeting (“AGM”) shall have been sent to all shareholders of the Company at least 20 clear business days before the date of the AGM. The notice of the AGM held on 21 September 2012 had been sent to all shareholders of the Company less than 20 clear business days in advance. The Directors believe that this was an exceptional incident because the Chairman is expected to have other business commitments afterwards and the Company ensures further compliance with code provision E.1.3.

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 nine months ended 31 December 2012.

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 2012.

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

Hong Kong, 6 February 2013

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 for at least 7 days from the date of its posting and on the Company's website at www.sausantong.com.