



SAU SAN TONG HOLDINGS LIMITED  
修身堂控股有限公司

Annual Report  
年報

2006



Reaching for

*Excellence*

達至完美



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

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The Exchange takes no responsibility for the contents of this annual report, 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 annual report.

This annual report, for which the directors (the “Directors”) of Sau San Tong Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given the compliance with the Rules Governing the Listing of Securities on the GEM of the Stock 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 annual report 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 annual report misleading; and*
- (3) *all opinions expressed in this annual report have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.*

創業板乃為帶有高投資風險之公司提供一個上市市場。尤其在創業板上市之公司毋須有過往溢利記錄，亦毋須承擔預測未來溢利之任何責任。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。準投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之風險較高及其他特色，均表示創業板較適合專業及其他資深投資者。

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本年報（修身堂控股有限公司（「本公司」）董事願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定而提供有關本公司之資料。本公司董事經作出一切合理查詢後，確認就彼等所知及所信：

- (1) 本年報所載資料在各重大方面均屬準確及完整，且無誤導成份；
- (2) 並無遺漏任何其他事實致使本年報所載任何聲明產生誤導；及
- (3) 本年報內表達之一切意見乃經審慎周詳考慮後方作出，並以公平合理之基準及假設為依據。

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## Corporate Profile 公司簡介

Founded in July 2000, Sau San Tong Holdings Limited (“Sau San Tong” or the “Company”) and its subsidiaries (the “Group”), over the past six years, have established itself as the leading beauty and slimming services providers in Hong Kong and Mainland China through the introduction of a series of innovative health and beauty treatment and products as well as the provision of the most professional and attentive slimming and trimming solution to its customers. Sau San Tong was listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”) (Stock Code: 8200) in November 2003 and is the first listed slimming company in Hong Kong.

Believing in healthy body is the source of real beauty, Sau San Tong is dedicated to provide a customer-oriented and natural slimming and trimming solution to its customers. Since its establishment, the Group had launched a series of slimming, breast enhancement and weight management products, based on herbal extracts. With the introduction of these products the “Sau San Tong” brandname has rapidly become a household brandname synonymous to slimming and unmatched quality.

Sau San Tong now operates eight slimming centres with four in Hong Kong and four in Mainland China namely, two in Shanghai, one in Shenzhen and one in Hangzhou. The slimming centers provide unique all-rounded personalized slimming services, which include the VIP Slimming Programmes, “Nursing Slimming Service” and the new exclusive “Pilates Self-Active Bodyline” programme. Combining the effective treatments and comprehensive follow up, all programmes enable customers to achieve their slimming goals in the most healthy manner.

Sau San Tong has been widely recognized and highly praised for its outstanding products and services and received numerous accolades during the years of which included “Top Service Award” of Next Magazine, “PRC Tourists — My Best HK Brand” by China Enterprise Reputation & Credibility Association and “Hong Kong Top Ten Brand Names Award” by Chinese Manufacturers’ Association of Hong Kong.

To further diversify its businesses, the Group embarked upon the distribution business in Mainland China by setting up of a Sino-foreign Joint Venture Company, Shanghai Dong Fang Ri Hua Sales. Co. Ltd. (“Shanghai Dong Fang Ri Hua”), which has started the distribution of P&G’s personal care products in Shanghai and P&G’s cosmetic and skin care products, like SKII in the eastern and western part of Mainland China in September 2005. With the comprehensive distribution network in Mainland China the Group is able to utilize the network to distribute other beauty and slimming products under the “Sau San Tong” brandname.

成立於二零零零年七月的修身堂控股有限公司(「修身堂」或「本公司」)及其附屬公司(「本集團」)，於短短的六年間，憑著一系列創新的保健美容產品及療程，以及致力為客戶提供最專業優質的美容纖體服務的態度，集團已穩佔香港及國內纖體業的龍頭位置。修身堂於二零零三年十一月於香港聯合交易所有限公司(「聯交所」)創業板上市(股份編號：8200)，成為首間於香港上市之纖體公司。

一直本著以「健康為本」為經營理念，修身堂致力為客戶締造健與美的身段。本集團自成立以來，推出了一系列以草本精華提煉的纖體、豐胸及體重控制產品。該等保健產品推出後，修身堂迅即成為一家高品質的纖體品牌公司。

修身堂目前共開設八間纖體中心，其中四間位於香港，另外四間則設於中國內地，當中兩間位於上海，另外兩間分別位於深圳及杭州。每間纖體中心都為客戶提供多元化創新獨特的全方位個人化纖體服務，包括「一定得纖體療程」、「保母式纖體服務」以及全新獨家的「Pilates手造塑身療程」。結合可靠有效的療程及細心貼身的跟進服務，度身設計最健康及安全的纖體計劃，必能為客戶締造最理想身段。

一直以來修身堂的產品及服務品質均受各界認同及稱譽，過往數年已獲取多個獎項，包括：壹周刊《服務第壹大獎》、中華(海外)企業信譽協會《全國旅客最喜愛香港名牌》及香港中華廠商聯合會《香港十大名牌》。

為了令業務更多元化，集團在中國內地成立了從事分銷業務的中外合資合營企業——上海東紡日化銷售有限公司(「上海東紡日化」)。「上海東紡日化」已開始於上海分銷寶潔(P&G)個人護理產品，並於二零零五年九月起於華東及華西地區分銷寶潔(P&G)美容及護膚產品如SKII。由於集團在中國內地擁有全面性的分銷網絡，因此能夠同時利用該網絡分銷其他「修身堂」品牌下之美容及纖體產品。

## Financial Summary

### 財務概要

		For the year ended 31 March 截至三月三十一日止年度				
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)	2004 二零零四年 HK\$'000 千港元 (Restated) (重列)	2003 二零零三年 HK\$'000 千港元 (Restated) (重列) (Note) (附註)	2002 二零零二年 HK\$'000 千港元 (Restated) (重列) (Note) (附註)
Turnover	營業額	<b>358,650</b>	141,709	135,653	58,945	27,106
Gross profit	毛利	<b>82,287</b>	123,628	110,360	49,330	21,114
(Loss)/Profit from operations	經營(虧損)/溢利	<b>(64,534)</b>	18,546	29,124	4,703	5,583
(Loss)/Profit attributable to equity holders of the Company	本公司權益持有人應佔(虧損)/溢利	<b>(59,901)</b>	31,123	27,426	2,921	4,274
Non-current assets	非流動資產	<b>23,385</b>	21,801	13,531	6,786	2,167
Goodwill	商譽	<b>177</b>	140	439	581	—
Current assets	流動資產	<b>73,425</b>	90,897	63,218	11,686	8,483
Current liabilities	流動負債	<b>(61,300)</b>	(21,479)	(19,140)	(8,263)	(4,285)
Non-current liabilities	非流動負債	<b>—</b>	—	(222)	(782)	(320)
Minority interests	少數股東權益	<b>(5,331)</b>	42	(413)	(296)	(339)
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	<b>30,356</b>	91,401	57,413	9,712	5,706

#### Note:

The summary of the financial information as at 31 March 2002 and 2003 and for each of the two years then ended has been extracted from the accountants' report included in the Company's prospectus dated 10 November 2003 (the "Prospectus"). The above financial information has been prepared as if the group structure at the date of the listing of the Company's shares on 19 November 2003 had been in existence and remained unchanged throughout the above periods.

#### 附註：

於二零零二年及二零零三年三月三十一日及截至該日止兩個年度各年之財務資料概要，乃摘自本公司於二零零三年十一月十日刊發之招股章程（「招股章程」）所載之會計師報告。上述財務資料乃假設於本公司股份在二零零三年十一月十九日上市當日之集團架構，在上述期間均已存在並維持不變而編製。

## Chairman's Statement 主席報告

I am pleased to present the annual results to the shareholders of the Group for the year ended 31st March 2006 (the "Year Under Review").

Hong Kong's economy continued to gain momentum during the Year Under Review. Consumer spending improved remarkably due to the increase in confidence level. However, the slimming industry in Hong Kong faced unprecedented challenge due to the undercutting of prices leading to the decline in the Group's revenue. The Group's turnover reached HK\$358,650,000, an increase of 153.09% compared to HK\$141,709,000 during the corresponding period in 2005. Turnover generated from the slimming centers in Hong Kong amounted to HK\$63,169,000 a decrease of 47.38% compared to the same period last year. The Group recorded an increase of its slimming center in Mainland China from HK\$3,259,000 to HK\$14,431,000 for the Year Under Review.

The management believes the Hong Kong slimming market will go through a period of consolidation, after which the industry will resume normality. During this time, the Group will continue expand its range of beauty and slimming services and treatments to its customers in order to maintain the market leadership. The Group has introduced the exclusive "Pilates Self-Activate Bodyline" programme, slimming services targeting at male and spa treatment etc.. Meanwhile, the Group will engaged in a series of cost control measures and to increase its operational efficiency.

During the Year Under Review, the Group's slimming centers in Mainland China registering an impressive growth. The Group will focus its resources in expanding the China market. The two slimming centers in Shanghai continued to generate encouraging returns for the Group. The Group opened a new slimming center in Shenzhen in mid September 2005 and Hangzhou in early June 2006.

本人欣然向各位股東提呈本集團截至二零零六年三月三十一日止年度（「回顧年度內」）之業績。

香港整體經濟於回顧年度內進一步復甦，市民因對經濟重拾信心而消費力顯著增強。然而，香港纖體業的減價戰對業界造成前所未有的衝擊，導致本集團收益下降。集團營業額達港幣358,650,000元，較二零零五年同期港幣147,709,000元上升153.09%。香港纖體中心之營業額為港幣63,169,000元，較去年同期下降47.38%。於回顧期內，集團在中國內地之纖體業務錄得增長，由去年港幣3,259,000元增至港幣14,431,000元。

管理層深信香港纖體業經過市場自然整合後，將會回復健康發展。在整合期間，集團將會繼續為客戶提供一系列美容及纖體服務，以繼續維持市場的領導地位。集團已經獨家推出Pilates手造塑身療程，男士纖體療程及美容水療等服務。同時，集團對成本監控亦會採取更審慎措施，以及提升本集團利潤水平。

於回顧期內，本集團在中國內地之纖體業務錄得可觀增長，因此集團將會集中資源開拓中國市場。此外，於上海開設的兩家纖體中心繼續為集團帶來可觀的盈利。集團亦已於二零零五年九月中在深圳及二零零六年六月初在杭州開設全新的纖體中心。

## Chairman's Statement 主席報告

The loss in slimming business was contributed by the decrease in turnover in Hong Kong as well as the set-up cost for the development of the slimming business in Mainland China. Substantial amount of resources has been invested to open up the market. A team led by the Group's management was established to explore the China market. This team was responsible to conduct feasibility study for the opening of new slimming centers which include market research, information gathering, handling legal and accounting issues, liaison with local authorities on license application etc.. Additional workforce which include front end and back end staff was recruited for training with a view in taking up positions in the new slimming centers. On the job training and training courses were provided to prepare these recruits for the Mainland operation. The management is confident that the slimming services provided in the Mainland will be comparable to that in Hong Kong.

Over the years, the "Sau San Tong" brandname is firmly established in both Hong Kong and the PRC with services and treatments that leads the beauty and slimming industry. During the Year Under Review the Group was awarded "Top Service Award" of Next Magazine, "PRC Tourists — My Best HK Brand" by China Enterprise Reputation & Credibility Association and "Hong Kong Top Ten Brand Names Award" by Chinese Manufacturers' Association of Hong Kong. All these awards and recognitions helped the Group in strengthening its corporate image in Hong Kong as well as in Mainland China resulting in a number of high caliber potential strategic partners approaching the Group looking for co-operation opportunities in setting up slimming centers. These strategic partners are able to bring in local expertise which will assist the Group in obtaining prime locations and attracting respected client to our slimming centers.

The Group excelled by the ability to stay ahead of the market. Over the years, the Group has introduced many innovative beauty and slimming products to Hong Kong. These beauty and slimming products enables the Group to gain additional market share as well as strengthened its brandname within a very short time span. During the Year Under Review, the Group introduced new products such as "Sau San Tong One Minute Diet Tea". With the opening of the Mainland market, selected product of the Group's products will soon be ready for sale in the market.

纖體業務之虧損，主要為香港市場營業額下降及發展國內纖體業務的投資成本所致。本集團投資了大量資源以開拓中國市場，並成立了一支由集團管理層領導的隊伍，主力探究中國市場。該隊伍負責研究有關成立新纖體中心之可行性，包括市場研究、資料搜集、處理法律及會計事務，以及就申請牌照事宜聯絡當地有關部門等。另外，亦額外聘請了前線及後勤員工，為新纖體中心之工作崗位作準備。集團更為新聘用之員工提供在職訓練及培訓課程，以熟習國內市場之運作。管理層相信在中國內地提供之纖體服務水平等同香港。

過往數年，「修身堂」品牌成功建立於香港及中國內地，其服務及療程於美容及纖體界首屈一指。於回顧期內，本集團獲取多個獎項，包括：壹周刊《服務第壹大獎》、中華(海外)企業信譽協會《全國旅客最喜愛香港名牌》及香港中華廠商聯合會《香港十大名牌》。這些獎項及認同增強本集團於香港及中國內地之企業形象，帶來了大量潛在的策略性伙伴紛紛接洽本集團，以尋求合作成立纖體中心的商機。這些策略伙伴能引入當地專門知識，令本集團更容易覓得黃金地段開設纖體中心，並吸引尊貴顧客光顧。

本集團具備帶動市場能力之優勢。過往數年，本集團於香港推出不少美容及纖體產品，這些美容及纖體產品使本集團獲得額外市場佔有率以及在極短時間內加強其品牌之影響力。於回顧年內，本集團分別推出了全新產品例如「修身堂一分鐘宅配便」。隨著打開內地市場，本集團旗下的美容及纖體產品，即將會進入這個市場。



## Chairman's Statement 主席報告

The Mainland market is one of our major goals for the Group's products. The management believes that the Group is well prepared to tap into the beauty and slimming market which proves to be immense. After undertaking a series of investigations, the Group has located a number of overseas beauty and health brands for distribution rights. The Group would be able to utilize its already established distribution network in Mainland China to distribute these products.

The Sino-foreign Joint Venture Company, Shanghai Dong Fang Ri Hua Sales. Co. Ltd. ("Shanghai Dong Fang Ri Hua") established by the Group commenced operation in September 2005 for the distribution of P&G's personal care products in Shanghai and P&G's cosmetic and skin care products, like SKII in the eastern and western part of Mainland China. This business venture has broadened the Group's revenue base, increased the shareholders' value and at the same time strengthen the Group's market reach in Mainland China. As the market shows immense potential for quality beauty and skincare products together with the widening of the product range under P&G, the management is confident that this segment of the Group's business will become a revenue driver in the coming years.

The management of the Group is confident that the severe situation experienced in Hong Kong's slimming market will subside. During this time, the Group will focus its effort in the China market which proves to have enormous potential and at the same time continue to provide unparalleled services and treatment in Hong Kong. The Group will continue to provide the most professional and attentive services to its customers and enhancing brand awareness. The management believes the valuable experience accumulated over the years allowed our dedicated and committed management team to ride through the challenges, continues to expand our business and maintains the Group as one of the leading slimming services and products providers.

中國市場是集團產品銷售的主要目標之一。管理層相信本集團已準備好展開內地龐大的美容纖體市場業務。經過連串的研究，本集團正物色多個海外美容及保健品牌的代理權，於旗下的分銷網絡進行分銷。

本集團成立之中外合資合營企業 — 上海東紡日化銷售有限公司(「上海東紡日化」)於二零零五年九月開始於上海分銷寶潔(P&G)個人護理產品，並於中國華東及華西地區分銷P&G美容及護膚產品，如SKII。該合營企業的收入擴闊了本集團的收入基礎之餘，亦加強了本集團在中國內地的市場範圍。由於P&G產品及具品質的美容護膚產品在中國市場具有雄厚潛力，管理層相信此等業務將成為本集團來年主要收入。

本集團管理層有信心香港纖體業嚴峻的困境會漸漸緩和。期間集團會致力發展具龐大潛力的中國市場，同時繼續於香港提供獨一無二的服務及療程。本集團會繼續提供最專業最優質的服務給顧客及提高品牌的知名度。管理層相信集團歷年來所累積的寶貴經驗，足以讓我們的管理層得以克服一切困難，繼續拓展我們的業務，維持集團在纖體業的龍頭位置。

## *Chairman's Statement*

### 主席報告

On behalf of the board of Directors, I would like to express my sincere gratitude to our shareholders, customers, staff and business partners for their support and trust to the Group. With our persistent effort, I have confident that the Group will achieve steady growth in the future and provide satisfactory return for all shareholders.

本人謹在此代表董事局，感謝各股東、客戶、員工及供應商對本集團多年來的支持。本人深信，憑藉我們的不懈努力，本集團業務將持續穩定增長，並為股東帶來豐盛的回報。

*Management Discussion and Analysis*  
管理層討論及分析



“

Bringing  
forth opportunities  
in PRC market

國內市場的開拓  
將帶來**更大的商機**

”



## Management Discussion and Analysis 管理層討論及分析



### Business review

For the year ended 31 March 2006 (“the Year Under Review”), the Group’s consolidated turnover amounted to approximately HK\$358,650,000, representing an increase of about 153.09% from approximately HK\$141,709,000 last year.

Currently, the Group is operating eight slimming centers, with four in Hong Kong, two in Shanghai, one in Shenzhen and one in Hangzhou (started its operation in June 2006). During the Year Under Review, turnover generated from the slimming centers accounted for approximately 21.64% (2005: 87.01%) of the total turnover. Several health products are introduced and/or enhanced during the year, which includes “Sau San Tong One Minute Diet Tea”, “Sau San Tong Healthy Mooncake” and “Easy Take - X-Fix Slim Tummy”, market response to these products were positive and encouraging. Sales of the Group’s product amounted to approximately HK\$10,875,000, (2005: approximately HK\$18,405,000) accounted for 3.03% (2005: 12.99%) of the total turnover during the year.

During the Year Under Review, the Group recorded a decrease of approximately HK\$41,341,000 in gross profit. Consolidated loss attributable to the equity holders of the Company, which amounted to approximately HK\$59,901,000. The downturn in the Group’s performance is due to the intense competition experienced in the local market, resulting in the squeezing of revenue as well as profitability in our Hong Kong operation coupled by the increase in investments incurred with the Group’s expansion of its slimming business in the People’s Republic of China (the “PRC”) market.

### 業務回顧

截至二零零六年三月三十一日止年度（「回顧年度內」），本集團的綜合營業額約為358,650,000港元，較去年同期約141,709,000港元，上升約153.09%。

集團目前共開設八間纖體中心，其中四間位於香港，兩間位於上海，一間位於深圳，另一間則位於杭州（於二零零六年六月起開始營業）。於回顧年度內纖體中心的營業額約佔總體營業額21.64%（二零零五年：87.01%）。集團亦於本年推出及加強數款健康產品，包括「修身堂一分鐘宅配便」、「修身堂健康月餅」及「好得減肚配方」，市場對此等產品反應理想，令人振奮。於回顧年度內銷售產品的營業額約為10,875,000港元（二零零五年：約為18,405,000港元），佔總體營業額3.03%（二零零五年：12.99%）。

於回顧年度內，本集團之綜合毛利減少約41,341,000港元，而本公司權益持有人應佔綜合虧損錄得59,901,000港元。集團盈利倒退之原因主要為本地纖體業競爭熾熱，導致香港業務收入及收益率收縮，加上因開拓中國內地纖體市場以致投資成本增加所致。



## Slimming Centers

### Hong Kong

The operating results of the Group are adversely affected by the industry's price cutting war during the Year Under Review. Turnover for the Hong Kong slimming centers amounted to HK\$63,169,000, a decrease of 47.38% compared to HK\$120,045,000 of last year. At the same time, the total deferred income for the Hong Kong slimming centers amounted to approximately HK\$12,919,000 which will be crystallized as part of turnover of the Group in the coming year. The management believes the price war will start to subside as companies with lesser ability or credibility will go out of business. Being the leading slimming service provider, Sau San Tong is able to withstand the short term set back and continue to be the leader of the industry providing the most quality and professional services to its customers.

In order to continue to stay ahead of its competitors in the provision of services and treatments, the Group introduced an exclusive "Pilates Self-Activate Bodyline" programme as well as a range of comprehensive beauty and slimming services so as to widen the spectrum of treatments provided to its customers.

### Mainland China

The Group slimming services experienced encourage growth in the PRC market during the Year Under Review. Turnover for the PRC slimming centers amounted to approximately HK\$14,431,000, representing an increase of 342.80% compared to HK\$3,259,000 of last year. The two Shanghai slimming centers recorded a turnover of approximately HK\$13,659,000 for the Year Under Review and the new Shenzhen slimming centre, opened in mid-September 2005, witnessed satisfactory growth. The three slimming centers in the PRC contributed 18.60% to the Group's total turnover generated from the operation of

## 纖體中心

### 香港

在回顧年度內同行所觸發的割價戰嚴重影響集團纖體業務的收益。香港纖體中心的營業額約為63,169,000港元，較去年的120,045,000港元相比，下降47.38%。同時，香港纖體中心之遞延收入約為12,919,000港元，該等遞延收入將於來年化為本集團之營業額。管理層深信價格戰將會隨著其他能力及信譽較低的公司陸續被淘汰而開始穩定下來。作為以客為本的健康纖體服務公司，修身堂必能經得起是次考驗並繼續成為行業之龍頭，繼續為客戶提供最優質的專業服務。

為了保持纖體業的領導地位，集團銳意創新，提供獨家「Pilates手造塑身療程」及一系列多元化的美容纖體服務，進一步擴闊其服務範圍，以滿足不同客戶的需要。

### 中國內地

於回顧年度內，本集團在中國內地之纖體業務錄得令人振奮的成績。其營業額約為14,431,000港元，較去年的3,259,000港元相比，增長342.8%。於上海開設的兩家纖體中心，於回顧年度內，合共錄得營業額約13,659,000港元。於二零零五年九月中旬開設之深圳纖體中心，其業績亦見理想。於中國內地之三家纖體中心之營業額佔本集團纖體業務總營業額18.6%。同時，中國內地纖體中心之遞延收入

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slimming business. At the same time, the total deferred income for the above PRC slimming centers amounted to approximately HK\$9,247,000 which will be crystallized as part of turnover of the Group in the coming year. The Group's fourth slimming center was opened in Hangzhou in June 2006. The management foresees the operation of the PRC continue to grow as the number of slimming centers increases.

After due consideration and research into the Guangzhou market the Group has decided to put a halt on the opening of a slimming center in Guangzhou. Looking ahead, the China market will continue to spearhead the Group's future growth. Negotiations are in place for the opening of additional slimming centers around the Mainland China. Shenzhen and Hangzhou slimming centers occupy a total area of 1,672 sq. metres and 976 sq. metres respectively. With the opening of these two slimming centers the total number and floor area in Mainland China will continue to increase as the Group will hasten the speed of expansion in order to capture additional market share.

### Health and Beauty Products

Sau San Tong firmly believes its success in gaining confidence and reputation in the health and beauty industry is its ability to introduce and enhance its products to meet customer's ever-changing demand. Over the years the Group's ability to introduce innovative and quality products has earned a leading status in the Hong Kong market. The products introduced had enabled the Group to widen its customer range. During the Year Under Review, the Group has introduced "Sau San Tong One Minute Diet Tea" as well as "Sau San Tong Healthy Mooncake".

The Group will continue to introduce health and beauty products which is complimentary to the Group's existing business. Hong Kong will be the market to springboard the Group's expansion in health and beauty products into the PRC market.

約為9,247,000港元，該等遞延收入將於來年化為本集團之營業額。此外，本集團已於二零零六年六月於杭州開設第四家纖體中心。管理層預計於中國內地之業務將隨著中國纖體中心數目增加而擴展。

經過對廣州市場審慎考慮及作出市場研究後，本集團決定擱置於廣州開設纖體中心。展望未來，中國市場將繼續成為本集團未來增長點。本集團正與其他中國城市開設纖體中心現已進入洽談階段。深圳及杭州纖體中心的總面積分別為1,672平方米及976平方米，這兩家纖體中心成立後，本集團在中國內地纖體中心的房間總數及面積將隨著本集團加快在中國市場之擴展步伐而繼續增加，從而增加市場佔有率。

### 保健及美容產品

修身堂堅信其能成功地於保健及美容界中取得信心及信譽，有賴集團不斷推出及加強其保健及美容產品以滿足客戶的需求。過往數年，本集團以推出多款創新產品為主導，在市場上取得領導地位。所推出之產品亦擴闊本集團之客戶基礎。於回顧年度內，本集團推出了「修身堂一分鐘宅配便」及「修身堂健康月餅」。

本集團將繼續推出能對現時業務起相輔相成作用的健康及美容產品。香港市場將會是本集團於中國健康及美容產品市場中擴展之一個轉介點。



### Distribution Business in Mainland China

The Group broadened its income base by tapping into the Mainland's distribution market through the establishment of a Sino-foreign Equity Joint Venture Company, Shanghai Dong Fang Ri Hua Sales Co. Ltd. ("Shanghai Dong Fang Ri Hua"), in which the Group has 51% interest. Shanghai Dong Fang Ri Hua has started distribution of P&G's personal care products in Shanghai and P&G's cosmetic and skin care products, like SKII in the eastern and western part of Mainland China in 1 September 2005. Turnover for the distribution business amounted to approximately HK\$270,175,000 and a segment profit of approximately HK\$4,851,000 during the Year Under Review.

#### Outlook

Over years of continuous effort, Sau San Tong has successfully established a strong foothold in the health and slimming market in both Hong Kong and Mainland China. Although the slimming market is going through a period of consolidation in Hong Kong, the Group's operation in the mainland showed strong growth potential resulting in satisfactory profitability. The Group will continue to focus its core business as well as widen its business coverage by leveraging on its reputation in the market and the established network in both Hong Kong and Mainland China.

### Slimming Centres

The Group's expansion pace of slimming centers in the PRC will accelerate and a team of expertise led by the Group's management was in place during the Year Under Review, to explore the PRC market. Market research has been carried out along coastal areas and more affluent cities in Mainland China before establishing more slimming centers. The management is confident that with its first mover advantage, plus the impressive results of the existing PRC slimming centres, together with the escalating level of average income in the PRC, the Group is able to seize a substantial market share in the years to come.

### 國內之分銷業務

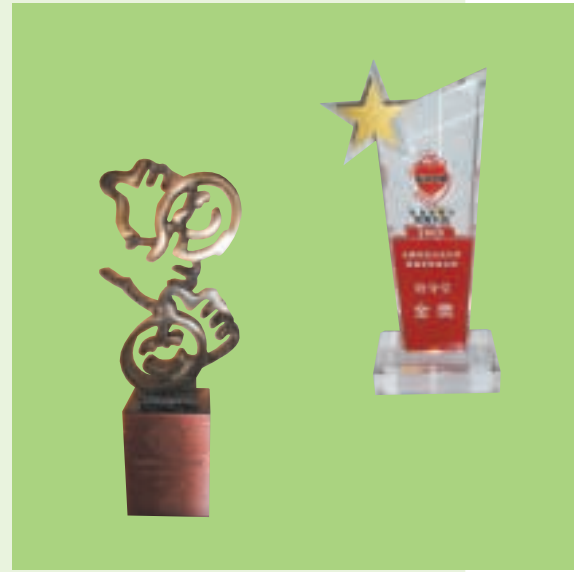
為了擴闊本集團的收入基礎，本集團成功在中國內地成立了中外合資合營企業，開展分銷市場。本集團持有51%權益之中外合資合營企業—上海東紡日化銷售有限公司（「上海東紡日化」）已開始於上海分銷P&G個人護理產品，並於二零零五年九月起於華東及華西地區分銷P&G美容及護膚產品如SKII。於回顧年度內，該分銷業務錄得營業額及分類溢利分別約270,175,000港元及約4,851,000港元。

#### 未來展望

憑著多年來不斷的努力下，修身堂已在香港及中國大陸的健康纖體市場建立了一個強而穩固的基礎。縱然本地的纖體市場正步入汰弱留強的階段，本集團於大陸市場的業務運作表現出強大的增長潛力而衍生出可觀的利潤。憑藉本集團於香港及中國大陸市場上的良好信譽及影響力及強大的網絡，本集團將繼續集中發展其核心業務外，亦將進一步擴闊其業務範圍。

### 纖體中心

於回顧年度內，本集團管理層引領了一班專家探究中國市場，以加快於中國開設之纖體中心之速度。集團在中國內地沿海及經濟較富裕之城市進行了市場調查以準備開設多間纖體中心。作為纖體界的先鋒，加上現有中國內地纖體中心令人鼓舞之業績及中國內地人民之平均收入水平逐步提高，管理層有信心令集團於來年奪取更大的市場佔有率。





## Management Discussion and Analysis

### 管理層討論及分析

#### Health and Beauty Products

Entrance of the Sau San Tong's products into Mainland China will be one of our major goals. The management believes that there is a large market gap for mid-priced health and beauty products in Mainland China and this is the segment which the Group will be tapping into in the coming financial year.

The Group is planning the distribution for over 40 health and beauty products to be sold in Mainland China. These products are planned to be distributed to major cities in Mainland China. The Group aims to distribute approximately 100 health and beauty products in the coming financial year. With the well-established distribution network in the PRC, the Group is able to reap the best result through the effective use of resources. The management believes by leveraging on "Sau San Tong" brandname and the customer confidence built up by the Group over the years, the health and beauty products distributed by the Group will be well received in the market bringing forth an additional revenue stream for the Group.

#### Distribution Business in Mainland China

Shanghai Dong Fang Ri Hua will also be distributing Gillette's product in Mainland China with the acquisition of Gillette by P&G. 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 in the coming years.

#### Management Consultation Services

Being the leading slimming services provider in Hong Kong and Mainland China Sau San Tong has accumulated a wealth of experience in the management and operation of slimming centers as well as high caliber professionals from the industry. In order to capitalize its existing resources the Group will embark upon the provision of management consultation services for existing slimming centers as well as assist in the setting up slimming centers in the PRC and overseas. The Group is able to provide all round services which include scouting of premises, licenses application, legal and financial advises, staff training, management and operation. There will be an immense demand for this kind of services in Mainland China since the beauty and slimming market is still under developed thus there is a shortage of expertise in the area. In addition to the high demand, the management consultant service commands not much overhead costs and thus contributing positive revenue growth to the Group in the coming future.

#### 保健及美容產品

集團主要目標之一乃使修身堂的產品成功打入中國大陸市場。本集團管理層相信中國內地的中價保健及美容產品仍有巨大的市場發展空間，本集團亦會以此作為下一財政年度的發展龍頭。

本集團正計劃超過40個保健及美容產品的分銷事宜，這些產品已計劃被分銷到中國大陸一線城市。集團旨在於下一財政年度於中國大陸分銷約100種保健及美容產品。憑著善用其在中國完善的分銷網絡，集團將取得佳績。經過集團多年來建立的修身堂品牌效應及客戶的信心，管理層相信集團代理的保健及美容產品會廣為市場所接受，並成為集團日後收入來源之一。

#### 中國內地分銷業務

P&G收購Gillette後，上海東紡日化亦會於中國內地分銷Gillette產品。由於P&G產品在中國市場具有雄厚潛力，管理層預期來年經分銷業務的收入將錄得進一步增長。

#### 管理諮詢服務

貴為香港及中國內地纖體服務供應商的領導者，修身堂除擁有具水準的行業專業人才外，在纖體中心的運作及管理方面亦累積了豐富經驗。為了能充份利用集團的現有資源，集團會為現有及未來於中國及海外興建的纖體中心提供管理諮詢服務。本集團所提供的服務，包括選址、牌照申請、法律及財務諮詢、員工培訓、業務經營及運作。由於中國的美容及纖體市場仍處於發展階段，專門知識人才缺乏，此等服務的需求量大增，而且所需之營業成本亦不大，因此管理諮詢服務將成為集團來年的利潤增長點。

## Capital structure, liquidity and financial resources

Cash and bank balances as at 31 March 2006 were approximately HK\$21,005,000 compared to approximately HK\$33,454,000 as at 31 March 2005. The Group had no bank borrowings during the year and therefore the gearing ratio is zero (2005: zero).

As at 31 March 2006, the Group's liability was approximately HK\$61,300,000, compared to approximately HK\$21,479,000 as at 31 March 2005. Such liability will be financed by internal resources of the Group.

### 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 below 90 days. To manage liquidity risk, the Group closely monitors the Group's liquidity position to ensure the liquidity structure of the Group's assets, liabilities and commitments and to ensure that the Group can meet its funding requirements.

### Foreign Exchange Exposure

Since the Group's assets and liabilities, revenue and payments are mainly denominated in Hong Kong Dollars and Renminbi, the Group considers that there was no significant exposure to foreign exchange fluctuations.

### Net Assets

As at 31 March 2006, the Group's net assets amounted to approximately HK\$35,687,000 compared to approximately HK\$91,359,000 as at 31 March 2005. There is no charge on the Group's assets as at 31 March 2006.

### Contingent Liabilities

At 31 March 2006, the Group had contingent liabilities in respect of guarantee on banking facilities given by a subsidiary of approximately HK\$1,456,000 (2005: HK\$Nil) granted to a shareholder of the subsidiary. Save as disclosed above, there were no other material contingent liabilities.

### Employee Information

As at 31 March 2006, the Group had around 500 employees (2005: over 300 employees). During the year, the Group's total staff costs amounted to approximately HK\$45,343,000 (2005: approximately HK\$35,432,000). Pursuant to the share option scheme adopted by the Company, share options have been granted to eligible participants to subscribe for shares in the Company under the terms and conditions stipulated therein.

## 資本架構、流動資金及財務資源

於二零零六年三月三十一日之現金及銀行結餘約為21,005,000港元，而於二零零五年三月三十一日則約為33,454,000港元。本集團於本年度並無任何銀行借貸，因此其資產負債比率為零（二零零五年：零）。

於二零零六年三月三十一日，本集團之負債約為61,300,000港元，而於二零零五年三月三十一日則約為21,479,000港元。有關負債將以本集團之內部資源撥付。

### 庫務政策

本集團採取保守之庫務政策。本集團定期檢討其客戶之財務狀況以減低信貸風險。本集團應收賬款之平均收款期維持低於90日。本集團密切監管本集團之流動資金狀況，以確保本集團之資產、負債及承擔之流動性結構足以管理其流動資金風險及應付其營運資金所需。

### 外匯風險

由於本集團之資產與負債、收益及付款主要以港元計算，本集團認為並無面臨任何重大之外匯波動風險。

### 資產淨值

於二零零六年三月三十一日，本集團之資產淨值約達35,687,000港元，而於二零零五年三月三十一日則約為91,359,000港元。於二零零六年三月三十一日，本集團並無任何資產抵押。

### 或然負債

於二零零六年三月三十一日，本集團之或然負債乃有關一間附屬公司就授予該附屬公司之一名股東之銀行融資約1,456,000港元（二零零五年：零港元）而提供之擔保。除了上述以外，本集團並無任何其他重大或然負債。

### 僱員資料

於二零零六年三月三十一日，本集團在香港及中國共聘用約500名僱員（二零零五年：逾300名僱員）。年內，本集團之員工成本總額約達45,343,000港元（二零零五年：35,432,000港元）。本公司已根據其採納之購股權計劃向合資格參與者授出購股權，可按照訂明之條款及條件認購本公司股份。

## *Management Discussion and Analysis*

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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 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. There is an aggregate of 39,390,000 outstanding options to subscribe for 39,390,000 shares of the Company pursuant to the share option scheme as at 31 March 2006.

#### **Significant Investments and Acquisitions**

During the year, the Sino-foreign Equity Joint Venture, namely Shanghai Dong Fang Ri Hua, which the Group has 51% interest, has been established for a term of 10 years. Shanghai Dong Fang Ri Hua's registered capital is US\$5 million and the Group will contribute 51% of the registered capital, i.e. US\$2.55 million. Up to 31 March 2006, the Group has already injected capital of approximately US\$0.45 million and the remaining will be injected within the next two years.

In September 2005, the Group established a slimming centre in Shenzhen ("Shenzhen Slimming Centre"), a wholly owned foreign enterprise, for a term of 30 years. Shenzhen Slimming Centre's total investment is HK\$5 million and the registered capital is HK\$3.5 million. The Group has injected capital of approximately HK\$1.8 million up to 31 March 2006 and the remaining will be injected within the next year.

The capital contribution will be funded by internal resources of the Group.

本集團之薪酬政策依據個別僱員之表現及經驗制定，並符合當地市場慣例。除薪金外，本集團亦向僱員提供其他額外福利，包括公積金及醫療福利。本集團設有一項購股權計劃，據此，合資格參與人可獲授可購入本公司股份之購股權。於二零零六年三月三十一日，合共39,390,000份尚未行使購股權可根據購股權計劃認購39,390,000股本公司股份。

#### **重大投資及收購事項**

年內，本集團持有51%權益之中外合資合營企業上海東紡日化獲成立，為期10年。上海東紡日化之註冊資本為5,000,000美元，而本集團將貢獻51%之註冊資本，即2,550,000美元。截至二零零六年三月三十一日，本集團已注資約450,000美元，餘額將於未來兩年內注入。

於二零零五年九月，本集團以全外資企業之方式於深圳成立一間纖體中心（「深圳纖體中心」），為期30年。深圳纖體中心之投資總額為5,000,000港元，而註冊資本則為3,500,000港元。截至二零零六年三月三十一日，本集團已注資約1,800,000港元，餘額將於來年注入。

有關資本貢獻將以本集團之內部資源撥付。

## Directors and Senior Management Profile 董事及高級管理人員履歷

### Directors

#### Executive Directors

**Dr. CHEUNG Yuk Shan, Shirley**, aged 31, is the Chairman and Founder of the Group. She established the Group six years ago and successfully developed it to a group with over 500 staff. Dr. Cheung is responsible for the overall stewardship of the Group which includes directions and formulating strategies. Leading the Group to a new height, she achieved various accomplishments complimenting her management style and innovative promotional strategies. Dr. Cheung received the Honour Award of the Innovative Entrepreneur of the Year 2004 of the Hong Kong district, organised by the City Junior Chamber in May 2004. In November of the same year, Dr. Cheung was awarded as one of the "100 Outstanding Women Entrepreneurs in China" by the "Women Entrepreneurs' Association of China". She is also one of the few Hong Kong awardees and one of the youngest awarded entrepreneurs. Furthermore, she was invited to be one of the deputy chairmen of the "China Foreign Trade Council" and the honorary president of the "Federation of Beauty Industry (Hong Kong)".

**Mr. CHEUNG Ka Heng, Frankie**, aged 33, is an Executive Director. He is responsible for the business development and administration of the Group. Mr. Cheung holds a master degree in business administration from Americus University of the United States. Prior to joining the Group in June 2002, he was the director of Vicorp Credit Services Limited, a company which provides credit information, commencing from September 1999. Mr. Cheung is the elder brother of Dr. Cheung Yuk Shan, Shirley.

**Mr. LEE Man Kwong**, aged 51, is an Executive Director and joined the Group in March 2006. He is mainly responsible for the formulation of business strategy and provide legal advice to the Group. He has been practising as a solicitor in Hong Kong for over 20 years and is a partner at Messrs. Chan, Lau & Wai, Solicitors. He is also a solicitor qualified in England and Wales and Singapore. Mr. Lee is currently an executive director of BIG Media Group Limited (formerly known as B&S Entertainment Holdings Limited) and was an independent non-executive director of Mei Ah Entertainment Group Limited during the period between 1993 and October 2004, both of which are listed companies in Hong Kong.

### 董事

#### 執行董事

**張玉珊博士**，三十一歲，本集團之主席及創辦人。彼於六年前創辦本集團，成功發展至一間擁有500多名員工的集團。張博士負責本集團之整體策劃，包括制訂業務方向和策略，憑其管理風格及嶄新之宣傳策略，帶領本集團屢創佳績，業務更上一層樓，成為行內翹楚。張博士於二零零四年五月榮獲城市青年商會頒發「創意創業大賞2004榮譽大獎」香港區得主。於同年十一月，張博士獲得「中國女企業家協會」頒發《中國百名傑出女企業家》的全國性獎項，成為最年輕的得獎者之一，亦為少數的香港區得獎者。此外，彼亦獲邀參加「中國對外貿易理事會」，成為新一任副理事長其中一員，兼且為「香港美容業總會」的榮譽會長。

**張嘉恒先生**，三十三歲，執行董事，負責本集團之業務發展及行政事務。張先生持有美國Americus University工商管理碩士學位。於二零零二年六月加盟本集團前，張先生於一九九九年九月起曾為中建商業資訊有限公司，一間提供信貸資料之公司擔任董事一職。張先生為張玉珊博士之胞兄。

**李文光先生**，五十一歲，執行董事，於二零零六年三月加盟本集團，主要負責制訂業務策略及向本集團提供法律意見。李先生為香港執業律師逾二十年，現為陳劉韋律師行合夥人，亦為英格蘭、威爾斯及新加坡之合資格律師。李先生現為天下媒體集團有限公司(前稱中大娛樂控股有限公司)之執行董事，並曾於一九九三年至二零零四年十月期間出任美亞娛樂資訊集團有限公司之獨立非執行董事。該兩間公司均為香港上市公司。

## *Directors and Senior Management Profile*

### 董事及高級管理人員履歷

#### Independent Non-Executive Directors

**Mr. HONG Po Kui, Martin**, aged 56, is an Independent Non-Executive Director and joined the Group in June 2002. He is responsible for giving advices to the board of Directors and shareholders of the Company. Mr. Hong is a practicing solicitor and a notary public in Hong Kong. He has been practicing as a solicitor of the High Court of Hong Kong for over 26 years and is the senior partner of Messrs Lau, Chan & Ko, Solicitors. He holds a bachelor degree in science from University of New South Wales. Mr. Hong is an independent non-executive director of Simsen International Corporation Limited, a company listed on the Main Board of the Exchange, as well as the chairman of The Hong Kong Football Association and the commissioner of Hong Kong Road Safety Patrol.

**Mr. LI Kuo Hsing**, aged 47, is an Independent Non-Executive Director and joined the Group in June 2002. He is an appointed member of the Election Committee for the Performing Arts sub-sector of the Legislative Council Election, HKSAR. Mr. Li is the founder and chairman of Mei Ah Entertainment Group Limited, a company listed on the Main Board of the Exchange.

**Mr. HO Yiu Ming**, aged 62, is an Independent Non-Executive Director and joined the Group in September 2003. Mr. Ho has extensive experience in the auditing and accounting fields. He is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Association of International Accountants and an Associate of the Institute of Chartered Accountants in England and Wales. He has been the managing partner of Billy Ho and Company, Certified Public Accountants, since 1984. Mr. Ho is an independent nonexecutive director of Kantone Holdings Limited and Jade Dynasty Group Limited, companies listed on the Main Board of the Exchange and DIGITALHONGKONG.COM, a company listed on GEM of the Exchange.

#### *Senior Management*

**Mr. SIT Hon Wing**, aged 29, is the Financial Controller, Qualified Accountant and Company Secretary of the Group. Mr. Sit is responsible for overseeing the accounting and financial management and company secretarial functions of the Group. He is an associate member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Prior to joining the Group in June 2006, Mr. Sit has over six years of accounting and auditing experience.

#### 獨立非執行董事

**康寶駒先生**，五十六歲，獨立非執行董事，於二零零二年六月加盟本集團，負責向本公司董事會及股東提供意見。康先生為一名在香港執業之律師及公證人，為香港高等法院執業律師超過二十六年，是劉陳高律師事務所之高級合夥人，持有新南威爾士大學科學學士學位。康先生為於聯交所主板上市公司，天行國際(控股)有限公司之獨立非執行董事，亦為香港足球總會主席及香港交通安全隊總監。

**李國興先生**，四十七歲，獨立非執行董事，於二零零二年六月加盟本集團。彼獲委任為香港特別行政區立法會選舉委員會演藝界小組委員。李先生為於聯交所主板上市公司，美亞娛樂資訊集團有限公司創辦人及主席。

**何耀明先生**，六十二歲，獨立非執行董事，於二零零三年九月加盟本集團。何先生在核數及會計專業具有豐富之經驗，彼為香港會計師公會、英國特許公認會計師公會及國際會計師公會之資深會員及英格蘭及威爾斯特許會計師公會之會員。自一九八四年起，彼已是執業會計師行何耀明會計師事務所之主理合夥人。何先生為於聯交所主板上市公司，看通集團有限公司及玉皇朝集團有限公司，聯交所創業板上市公司數碼香港之獨立非執行董事。

#### 高級管理人員

**薛漢榮先生**，二十九歲，本集團之財務總監、合資格會計師及公司秘書。薛先生負責監督本集團之會計、財務管理及公司秘書職務。彼為香港會計師公會及英國特許公認會計師公會之會員。於二零零六年六月加盟本集團前，薛先生擁有超過六年會計及核數經驗。

## Comparison of Business Progress and Use of Proceeds 業務進程與所得款項用途之比較

<b>Business objectives for the period from 1 April 2005 to 30 September 2005 as set out in the Prospectus</b> 招股章程所載於 二零零五年四月一日至 二零零五年九月三十日 止期間之業務目標	<b>Business objectives for the period from 1 October 2005 to 31 March 2006 as set out in the Prospectus</b> 招股章程所載於 二零零五年十月一日至 二零零六年三月三十一日 止期間之業務目標	<b>Actual business progress during the year</b>  年內之 實際業務進程
<i>Research and develop health and beauty products</i> 研究及開發保健及美容產品		
Engage professionals to research and develop health and beauty products 委聘專業人士研究及開發保健及美容產品	Engage professionals to research and develop health and beauty products 委聘專業人士研究及開發保健及美容產品	The Group has cooperated with the suppliers to research and develop health and beauty products 本集團已與供應商合作研究及開發保健及美容產品
	Launch new packaging design for all health and beauty products 為所有保健及美容產品推出新包裝設計	The Group has launched new packaging design for several health and beauty products 本集團已為多款保健及美容產品推出新包裝設計
Deployment of new health and beauty products 發展新保健及美容產品		The Group has launched healthy mooncake and "One Minute Diet Tea" during the year 本集團已於年內推出健康月餅及「一分鐘宅配便」
<i>Expand health and beauty products in local market and into other markets</i> 擴充本地保健及美容產品市場並擴展至其他市場		
Identify potential locations for setting up retail counters 物色有潛力之地點，以設立零售專櫃	Set up retail counters 設立零售專櫃	The Group considered focusing on product development first before setting up retail counters 本集團認為在設立零售專櫃前先集中於產品發展
Expand its health and beauty products in the PRC 在中國開拓其保健及美容產品	Expand its health and beauty products in the PRC 在中國開拓其保健及美容產品	The Group is planning to engage in certain health and beauty products in the PRC in the coming year 本集團計劃來年於中國提供若干保健及美容產品

*Comparison of Business Progress and Use of Proceeds*  
 業務進程與所得款項用途之比較

**Business objectives  
 for the period from  
 1 April 2005 to  
 30 September 2005**

**as set out in the Prospectus**  
 招股章程所載於  
 二零零五年四月一日至  
 二零零五年九月三十日  
 止期間之業務目標

**Business objectives  
 for the period from  
 1 October 2005 to  
 31 March 2006**

**as set out in the Prospectus**  
 招股章程所載於  
 二零零五年十月一日至  
 二零零六年三月三十一日  
 止期間之業務目標

**Actual business progress  
 during the year**

年內之  
 實際業務進程

*Increase efforts on advertising and promotional activities*  
 加強廣告及宣傳活動之工作

Continue its promotional campaigns in Hong Kong by advertising in printed media, television, radio, MTR stations and locations with high traffic  
 繼續於香港透過在印刷媒體、電視、電台、地鐵站及交通繁忙地區進行宣傳活動

Continue to co-organise slimming campaigns with media  
 繼續與傳媒合辦纖體宣傳活動

Continue its public relations event featured by spokespersons  
 繼續舉行以代言人為號召人物之公關活動

Continue its promotional campaigns in Hong Kong by advertising in printed media, television, radio, MTR stations and locations with high traffic  
 繼續於香港透過在印刷媒體、電視、電台、地鐵站及交通繁忙地區進行宣傳活動

Continue to co-organise slimming campaigns with media  
 繼續與傳媒合辦纖體宣傳活動

Continue to organise public relations event featured by spokespersons  
 繼續舉行以代言人為號召人物之公關活動

Participate in exhibitions in Hong Kong  
 參與香港展覽活動

The Group continued its promotional campaigns in Hong Kong by advertising in printed media, television, radio, MTR stations and locations with high traffic

本集團繼續於香港透過在印刷媒體、電視、電台、地鐵站及交通繁忙地區進行宣傳活動

The Group continued to co-organise slimming campaigns with media  
 本集團繼續與傳媒合辦纖體宣傳活動

The Group continued to organise public relations events featured by spokespersons  
 本集團繼續舉行以代言人為號召人物之公關活動

The Group participated in major exhibitions such as the Beauty & Fitness Expo and the Food Expo during the year and certain other exhibitions

本集團於年內參加美容及健康減肥博覽及美食博覽及若干其他展覽活動

**Business objectives  
for the period from  
1 April 2005 to  
30 September 2005  
as set out in the Prospectus**  
招股章程所載於  
二零零五年四月一日至  
二零零五年九月三十日  
止期間之業務目標

*Increase efforts on advertising and promotional activities*  
加強廣告及宣傳活動之工作

Conduct its promotional  
campaigns in the PRC and  
Taiwan  
在中國及台灣進行宣傳活動

Retain new spokespersons for  
the Group  
為本集團聘請新代言人

**Business objectives  
for the period from  
1 October 2005 to  
31 March 2006  
as set out in the Prospectus**  
招股章程所載於  
二零零五年十月一日至  
二零零六年三月三十一日  
止期間之業務目標

Conduct its promotional  
campaigns in the PRC and  
Taiwan  
在中國及台灣進行宣傳活動

**Actual business progress  
during the year**

年內之  
實際業務進程

The Group has cooperated with “上海時尚文化傳媒公司” to produce the “Sau San Tong: Fit for Life” TV specials in Shanghai. The programme has been broadcasted on Channel Young of Shanghai Media Group since 26 April 2005. No promotional campaign was carried out in Taiwan as the expansion plan was put on hold in view of the political instability. 本集團與「上海時尚文化傳媒公司」合作在上海製作名為「修身堂瘦出美麗人生」之電視特輯。該節目已於二零零五年四月二十六日起於上海文廣新聞傳媒集團之生活時尚頻道播放。鑒於台灣政治不穩定，有關擴展計劃已暫時擱置，故有關宣傳活動並未進行。

The Group has retained new spokespersons  
本集團已聘請新代言人



*Comparison of Business Progress and Use of Proceeds*  
業務進程與所得款項用途之比較

**Business objectives  
for the period from  
1 April 2005 to  
30 September 2005**

**as set out in the Prospectus**

招股章程所載於  
二零零五年四月一日至  
二零零五年九月三十日  
止期間之業務目標

**Business objectives  
for the period from  
1 October 2005 to  
31 March 2006**

**as set out in the Prospectus**

招股章程所載於  
二零零五年十月一日至  
二零零六年三月三十一日  
止期間之業務目標

**Actual business progress  
during the year**

年內之  
實際業務進程

*Improve the services quality of retailers and slimming centres*  
提升其零售商及纖體中心之服務質素

Continue to implement a series of training programmes for its slimming and beauty consultants and retailers

繼續為其纖體及美容顧問及零售商實施一連串培訓課程

Continue to implement a series of training programmes for its slimming and beauty consultants and retailers

繼續為其纖體及美容顧問及零售商實施一連串培訓課程

The Group provided a series of training programmes to improve the service standard and product knowledge of the slimming and beauty consultants of its slimming centres. Product training was provided to its retailers to enhance their product knowledge and strengthen the communications

本集團已提供一系列培訓課程予纖體及美容顧問以提升在其纖體中心之服務標準及產品知識，並向其零售商提供產品培訓以提高彼等之產品知識及加強溝通

Continue to invest in acquiring additional slimming and beauty equipment with advanced technology

繼續投資以購入更多配備先進技術之纖體及美容設備

Continue to invest in acquiring additional slimming and beauty equipment with advanced technology

繼續投資以購入更多配備先進技術之纖體及美容設備

The Group has introduced a number of new equipment in the slimming centres to provide more diversified and personalised services to the customers. The management considered it was necessary to dedicate additional resources under the current competitive market

本集團之纖體中心已引進多種新設備，為客戶提供更多元化及更貼身之服務。管理層認為，在目前競爭激烈的市場下，必需投放額外資源

## Use of Proceeds

## 所得款項用途

			Proposed* amount to be used up to 31 March 2006 截至* 二零零六年 三月三十一日 止之建議數額 HK\$'000 千港元	Actual accumulated utilisation up to 31 March 2006 截至 二零零六年 三月三十一日 止之實際累計 動用數額 HK\$'000 千港元
	Notes 附註			
Research and develop health and beauty products	研究及開發保健及美容產品		1,000	819
Expand health and beauty products in local and other markets	擴充本地保健及美容產品市場並擴展至其他市場		500	883
Expand market coverage for health and beauty services	擴大保健及美容服務之市場範圍	1	9,100	21,725
Increase efforts on advertising and promotional activities	加強廣告及宣傳活動之工作	2	21,000	33,860
Improve the service quality of retailers and slimming centres	提升其零售商及纖體中心之服務質素	3	500	2,079
<b>Total</b>	<b>合計</b>		<b>32,100</b>	<b>59,366</b>

## Notes:

- The slimming centres in Shanghai and Shenzhen have been opened in October 2004 and September 2005 respectively. Relevant costs were incurred during the year.
  - Under the current intense market competition, the management considered it was necessary to dedicate additional resources on advertising and promotional activities.
  - Apart from providing training programmes to improve the standard of services and product knowledge of the slimming and beauty consultants, the Group also introduced a number of new slimming and beauty equipment in the slimming centres to provide more diversified and personalised services to the customers. The management considered it was necessary to dedicate additional resources to enhance the service quality under the current competitive market.
- \* The proposed amount represented the cost of implementation of the Group's business plan as stated in the Prospectus.

## 附註：

- 位於上海及深圳的纖體中心已分別於二零零四年十月及二零零五年九月開幕。相關成本於年度內產生。
  - 在目前劇烈市場競爭下，管理層認為必須在廣告及宣傳活動上投入額外資源。
  - 除提供培訓課程以提升纖體及美容顧問之服務水平及產品知識外，本集團亦於各纖體中心引進多項全新纖體及美容設備以提供更多元化及更貼身之服務予客戶。管理層認為在目前劇烈市場競爭下，必須投放額外資源以提升服務質素。
- \* 建議數額為招股章程中本集團業務計劃內的實施成本。

# Corporate Governance Report

## 企業管治報告

### Introduction

The Code on Corporate Governance Practices (the “Code”) was effective for accounting periods commencing on or after 1 January 2005. The Company puts strong emphasis on the superiority, steadiness and rationality of corporate governance. Subject to the deviations as disclosed on this report, the Company has complied with all the provisions in the Code as set out in the GEM Listing Rules by establishing a formal and transparent procedures to protect and maximize the interests of shareholders during the year.

### Directors’ securities transaction

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM listing rules. Having made specific enquiry of all Directors, they all confirmed having complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Group.

### The Board of Directors

The Board of directors (the “Board”) currently comprises six directors, including three executive directors and three independent non-executive directors. The Board is mainly accountable to the shareholders. It is also in charge of the management, business, strategy, annual and interim results, risk management, major acquisitions, disposals and capital transactions and other major operation and financial aspects of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for board approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

Details of backgrounds and qualifications of the members of the Board are set out in the Report of the Directors. All Directors have given sufficient time and attention to the affairs of the Group. Each executive director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently.

The Board fulfilled the minimum requirement of appointing at least three independent non-executive directors throughout the year. It also met the requirement of having one independent non-executive director with appropriate professional qualification or professional accounting or financial management expertise throughout the year.

### 簡介

企業管治常規守則(「守則」)就二零零五年一月一日或之後開始之會計期間生效。本公司極為強調企業管治之優越性、穩固性與理性。除本報告所披露之偏離外，本公司於本年度已設立正式而透明之程序保障及最佳化股東之利益，從而遵守創業板上市規則所載守則之全部條文。

### 董事進行證券交易

本公司已就董事進行證券交易採納一套條款與載於創業板上市規則第5.48至5.67條之交易必守標準同樣嚴格之行為守則。在向所有董事作出特別查詢後，各董事確認，彼等均已遵守交易必守標準及本集團就董事進行證券交易而採納之行為守則。

### 董事會

董事會(「董事會」)由六名董事組成，包括三名執行董事及三名獨立非執行董事。董事會主要向股東負責，亦負責本集團之管理、業務、策略、年度及中期業績、風險管理、重大收購、出售與股本交易，以及其他重大營運及財務事宜。由董事會明確轉委管理層之重大企業事宜包括編製年度及中期賬目以待董事會於刊發前批准、執行董事會已採納之業務策略及倡議、落實完備之內部監控及風險管理制度，以及遵從相關法定規定及規則與規例。

董事會成員之背景及資歷詳情載於董事會報告。全體董事均已為本集團事務投入充份時間與專注。各執行董事均擁有足夠經驗擔任有關職位，以有效並有效率地履行其職務。

董事會於本年度全年均符合有關委任最少三名獨立非執行董事之最低規定，亦於本年度全年符合有一名獨立非執行董事擁有適合專業資格或專業會計或財務管理經驗之規定。

The Company has received annual confirmations of independence from each independent non-executive directors and therefore still considers them to be independent.

本公司已獲各獨立非執行董事之年度確認書，因此仍認為彼等均為獨立。

Mr. Cheung Ka Heng, Frankie, an executive director, is the elder brother of Dr. Cheung Yuk Shan, Shirley, the chairman. Save as disclosed above, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

執行董事張嘉恒先生為主席張玉珊博士之胞兄。除上文所披露者外，董事會各成員間並無其他關係（包括財務、業務、家族或其他重大／相關關係）。

During the year, the Board held five meetings. The details of the attendance rate of each director are as follows:

於本年度，董事會曾舉行五次會議。各董事之出席率詳情如下：

Name of directors 董事姓名	Attendance at Board meeting 董事會出席次數	Attendance rate 出席率
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	5/5	100%
Mr. Cheung Ka Heng, Frankie 張嘉恒先生	4/5	80%
Mr. Ho, Francis Man Kwong (resigned on 4 October 2005) 何孟剛先生 (於二零零五年十月四日辭任)	2/5	40%
Dr. Cheng Shing Lung, Edwin (resigned on 13 March 2006) 鄭承隆博士 (於二零零六年三月十三日辭任)	5/5	100%
Mr. Lee Man Kwong (appointed on 20 March 2006) 李文光先生 (於二零零六年三月二十日獲委任)	0/5	0%
Mr. Hong Po Kui, Martin 康寶駒先生	1/5	20%
Mr. Li Kuo Hsing 李國興先生	4/5	80%
Mr. Ho Yiu Ming 何耀明先生	5/5	100%

#### Chairman and the Chief Executive Officer

Dr. Cheung Yuk Shan, Shirley assumes the role of both the chairman and the chief executive officer of the Company. While serving as the chairman of the Group, Dr. Cheung leads the Board and is responsible for the proceedings and workings of the Board. The role of chairman and chief executive officer of the Group rests on the same individual which deviates from the Code of not having a clear division of responsibilities.

#### 主席及行政總裁

張玉珊博士身兼本公司之主席及行政總裁兩個職位。張博士一方面擔任本集團主席，另一方面亦帶領董事會，負責董事會之會議事項及工作。本集團之主席及行政總裁由同一人擔任，由於並無清楚分開職責，而偏離守則。

## Corporate Governance Report 企業管治報告

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.

### Audit Committee

The Company has established the Audit Committee in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are: to independently review and supervise the financial reporting process and internal control systems, to ensure good communications among Directors and the Company's auditors, to recommend the appointment of external auditors on an annual basis and approval of the audit fees, to assist the Board in oversight of the independence, qualifications, performance and compensation of the independent accountant, to review quarterly, interim and annual results announcements as well as the financial statements prior to their approval by the Board, to provide advice on audit report, accounting policies and comments to all Directors.

The Audit Committee comprises three independent non-executive Directors including Mr. Li Kuo Hsing (Chairman of the Audit Committee), Mr. Ho Yiu Ming and Mr. Hong Po Kui, Martin. During the year, the Audit Committee held three meetings to assess the effectiveness of internal control system, to review all draft annual, quarterly and interim financial reports, and to know about external auditors' statutory audit plan. The attendance records of the audit committee meetings are set out below:

Mr. Li Kuo Hsing (Chairman) 李國興先生 (主席)	3/4	75%
Mr. Ho Yiu Ming 何耀明先生	4/4	100%
Mr. Hong Po Kui, Martin 康寶駒先生	1/4	25%

### Auditors' Remuneration

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the year, auditors' remuneration for audit services and taxation service are HK\$750,000 and HK\$50,000 respectively. Save as disclosed above, no services such as due diligence and other advisory services were provided during the year.

董事會認為，由張博士(本集團之創辦人，在美容業擁有實質豐富經驗)身兼兩職，既可獲得主席對本集團業務有深入認識之益處，彼亦能及時就有關事項及進展為董事會帶領討論及作出簡報，因此符合本集團之最佳利益。

### 審核委員會

本集團已遵照創業板上市規則第5.28及5.33條之規定成立審核委員會。審核委員會之主要職責為：獨立審閱及監察財務報告程序及內部監控制度；確保董事與本公司核數師溝通良好；按年推薦委任外部核數師及批准核數費用；協助董事會監督獨立會計師之獨立性、資格、表現與補償；審閱季度、中期及年度業績公佈及財務報表以待董事會批准；就核數報告、會計政策及評論向全體董事提供意見。

審核委員會之成員包括三名獨立非執行董事李國興先生(審核委員會主席)、何耀明先生及康寶駒先生。於本年度，審核委員會曾舉行三次會議，以評估內部監控制度之有效性，審閱所有年度、季度及中期財務報告之草稿，以及瞭解外部核數師之法定核數計劃。審核委員會會議之出席紀錄載列如下：

### 核數師酬金

本公司之審核委員會負責考慮外部核數師之委任及檢討外部核數師履行之任何非核數工作，包括該等非核數工作是否可對本公司導致任何潛在重大不利影響。於本年度，核數師就核數服務及稅項服務之酬金分別為750,000港元及50,000港元。除上文所披露者外，並無提供其他服務如盡職審查及其他顧問服務。

### Remuneration Committee

The Remuneration Committee of the Group was established in accordance with the Code. The main role and function included the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

Members of the Remuneration Committee include three independent non-executive directors, namely, Mr. Ho Yiu Ming (Chairman of the Remuneration Committee), Mr. Hong Po Kui, Martin and Mr. Li Kuo Hsing.

The Remuneration Committee has held one meeting to consider and approve (i) the remuneration of the Directors for the year ending 31 March 2007, (ii) salary adjustment of the management of the Group; and (iii) range of salary adjustment of employees of the Group. The attendance record of the Remuneration Committee meeting is set out below:

Mr. Ho Yiu Ming (Chairman) 何耀明先生 (主席)	1/1	100%
Mr. Hong Po Kui, Martin 康寶駒先生	1/1	100%
Mr. Li Kuo Hsing 李國興先生	0/1	0%

### Nomination of Directors

The Board is empowered under the Company's Articles of Association to appoint any person as a director either to fill a casual vacancy on or, subject to authorization by the shareholders of the Company in general meeting, as an additional member of the Board. Qualified candidates will be proposed to the Board for consideration and the selection criteria are mainly based on the assessment of their professional qualifications and experience. The Board selects and recommends candidates for directorship having regard to the balance of skills and experience appropriate to the Group's business.

During the year, Mr. Lee Man Kwong was appointed to fill a casual vacancy of the Board.

### 薪酬委員會

本集團之薪酬委員會乃根據守則成立，主要角色及功能包括釐定全體執行董事之薪酬計劃(包括實物利益、退休金權利及補償款項，以及任何失去或終止職務或委任之補償)。薪酬委員會須考慮因素包括可比較公司所支付薪金、董事投入之時間與責任、本集團其他職位之聘任條件，以及與表現掛鈎的薪酬制度是否適用。

薪酬委員會之成員包括三名獨立非執行董事何耀明先生(薪酬委員會主席)、康寶駒先生及李國興先生。

薪酬委員會已舉行一次會議，以考慮及批准(i)董事截至二零零七年三月三十一日止年度之薪酬；(ii)本集團管理層之薪金調整；及(iii)本集團僱員之薪金調整幅度。薪酬委員會會議之出席紀錄載列如下：

### 提名董事

董事會獲本公司組織章程細則授權委任任何人士為董事，以填補空缺，或在本公司股東於股東大會上授權之情況下增聘董事會成員。合資格候選人將建議予董事會以供其考慮，而評選準則主要乃按照其專業資歷及經驗之評估而定。董事會乃經參照對本集團業務而言適合之技能與經驗之平衡而挑選及建議董事候選人。

本年度，李文光先生獲委任以填補董事會之臨時空缺。

## *Directors' Report*

### 董事會報告

The Directors have pleasure in submitting the directors' report together with the audited financial statements of the Company and the Group for the year ended 31 March 2006.

The Company was incorporated in Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares have been listed on The Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 19 November 2003

#### *Placing of New shares*

Pursuant to the Placing Agreement on 27 February 2006, the Company has placed 10,000,000 shares at a price of HK\$0.4 each. The net proceeds of HK\$3.9 million is for general working capital purpose. Details of the placing was set out in the announcement dated 28 February 2006.

#### *Principal Activities*

The Group is principally engaged in the health and beauty business of (i) the sale of a range of health and beauty products in Hong Kong (ii) the provision of a wide range of slimming and beauty services in Hong Kong and in the PRC with emphasis on weight management at its slimming centres; and (iii) the product distribution business in the PRC. The slimming centres, which are operated under the "Sau San Tong" brand name, provide services such as whole and partial body slimming, weight management, body treatment services and facial treatment services to its customers.

#### *Results*

Details of the results and cash flow of the Group for the year ended 31 March 2006, and the state of affairs of the Company and of the Group as at that date, are set out in the financial statements on pages 38 to 96.

#### *Dividends*

The Directors do not recommend the payment of a dividend (2005: a final dividend of HK\$0.011 per share).

董事欣然提呈本公司及本集團截至二零零六年三月三十一日止年度之董事會報告及經審核財務報表。

本公司於二零零二年五月二十一日根據開曼群島法律第22章公司法(一九六一年法例三，經綜合及修訂)，於開曼群島註冊成立為獲豁免有限公司，而其股份自二零零三年十一月十九日起於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

#### *配售新股份*

根據於二零零六年二月二十七日訂立之配售協議，本公司按每股0.4港元之價格配售10,000,000股股份。所得款項淨額3,900,000港元用作一般營運資金。配售之詳情載於二零零六年二月二十八日刊發之公佈內。

#### *主要業務*

本集團主要從事保健及美容業務，包括(i)於香港銷售一系列保健及美容產品；(ii)於香港及中國之纖體中心提供各類纖體及美容服務，並側重體重管理服務；以及(iii)於中國分銷產品業務。纖體中心以「修身堂」品牌經營，為客戶提供全身及局部纖體、體重管理、全身護理及面部護理等服務。

#### *業績*

本集團截至二零零六年三月三十一日止年度之業績及現金流量詳情，以及本公司與本集團於該日之財務狀況載於第38至第96頁之財務報表內。

#### *股息*

董事並不建議派付股息(二零零五年：末期股息每股0.011港元)。

### *Summary Financial Information*

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years is set out on page 3. The summary does not form part of the audited financial statements.

### *Property, Plant and Equipment*

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the financial statements on page 74.

### *Share Capital*

Details of the movements in share capital of the Company are set out in note 24 to the financial statements on page 82.

### *Reserves*

Movements in the reserves of the Group and the Company during the year are set out in note 26 to the financial statements and in the consolidated statement of changes in equity on page 41.

### *Distributable Reserves*

Pursuant to the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium and contributed surplus of the Company are distributable to the shareholders. As at 31 March 2006, the Company's reserves available for distribution to shareholders amounted in total to HK\$21,160,000.

### *Segment Information*

An analysis of the Group's performance for the year by business and geographical segment is set out in note 7 to the financial statements on pages 62 to 65.

### *Share Option Information*

A summary of the share option scheme and details of the movements in share options of the Company during the year are set out in note 25 to the financial statements on pages 83 to 88.

### 財務資料概要

本集團在過去五個財政年度已公佈之業績及資產、負債及少數股東權益之概要已載於第3頁。此概要並不構成經審核財務報表之一部份。

### 物業、機器及設備

本集團物業、機器及設備之變動詳情載於第74頁之財務報表附註15。

### 股本

本公司股本之變動詳情載於第82頁之財務報表附註24。

### 儲備

本集團與本公司於年內之儲備變動載於財務報表附註26及第41頁之綜合權益變動表內。

### 可分派儲備

根據開曼群島法律第22章公司法（一九六一年法例三，經綜合及修訂），本公司之股份溢價及繳入盈餘可分派予股東。於二零零六年三月三十一日，本公司可分派予股東之儲備合共為21,160,000港元。

### 分類資料

年內，本集團按業務及地域分類之表現分析載於第62至第65頁之財務報表附註7。

### 購股權資料

購股權計劃之概要及本公司於年內之購股權變動詳情載於第83至第88頁之財務報表附註25。



## *Directors' Report*

### 董事會報告

#### *Directors*

The Directors who held office during the year and up to the date of this annual report are:

#### **Executive Directors**

Dr. Cheung Yuk Shan, Shirley  
Mr. Cheung Ka Heng, Frankie  
Mr. Ho, Francis Man Kwong (resigned on 4 October 2005)  
Dr. Cheng Shing Lung, Edwin (resigned on 13 March 2006)  
Mr. Lee Man Kwong (appointed on 20 March 2006)

#### **Independent Non-Executive Directors**

Mr. Hong Po Kui, Martin  
Mr. Li Kuo Hsing  
Mr. Ho Yiu Ming

In accordance with Article 87 of the Company's Articles of Association, Mr. Lee Man Kwong and Mr. Ho Yiu Ming will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received annual confirmations of independence from Mr. Hong Po Kui, Martin, Mr. Li Kuo Hsing and Mr. Ho Yiu Ming as at the date of this annual report and therefore still considers them to be independent.

#### *Directors' and Senior Management's Biographies*

Biographical details of the Directors of the Company and senior management of the Group as at the date of this annual report are set out on pages 16 to 17.

#### *Directors' Service Contracts*

Dr. Cheung Yuk Shan, Shirley and Mr. Cheung Ka Heng, Frankie each has entered into a service contract with the Company for a term of three years commencing 4 November 2003 and will continue thereafter for successive term of one year unless and until terminate by not less than six months' notice in writing served by either party to the other provided that such notice period shall not expire at any time during the first 12 calendar months of the term of the appointment.

Mr. Lee Man Kwong has entered into a service agreement with the Company for a term of two years commencing 20 March 2006, which can be terminated by not less than three months' notice in writing served by either party to the other.

#### **董事**

直至本年報編製日期，年內在任董事包括以下人士：

#### **執行董事**

張玉珊博士  
張嘉恒先生  
何孟剛先生(於二零零五年十月四日辭任)  
鄭承隆博士(於二零零六年三月十三日辭任)  
李文光先生(於二零零六年三月二十日獲委任)

#### **獨立非執行董事**

康寶駒先生  
李國興先生  
何耀明先生

根據本公司組織章程細則第87條，李文光先生及何耀明先生將於應屆股東週年大會退任並合資格膺選連任。

於本年報日期，本公司已接獲康寶駒先生、李國興先生及何耀明先生就其獨立性發出之年度確認書，故仍認為彼等均為獨立。

#### **董事及高級管理人員之履歷**

於本年報日期，本公司董事及本集團高級管理人員之履歷詳情載於第16至第17頁。

#### **董事之服務合約**

張玉珊博士及張嘉恒先生分別與本公司訂有服務合約，由二零零三年十一月四日起計為期三年，並將於合約屆滿後續期一年，除非及直至任何一方另發出一方發出至少六個月書面通知終止合約為止，惟有關通知期間不得於委任年期首12個月內任何時間屆滿。

李文光先生與本公司訂有服務合約，由二零零六年三月二十日起計為期兩年，可由任何一方另發出一方發出至少三個月書面通知終止合約。

Each of these Executive Directors is entitled to a basic salary and a discretionary bonus provided that the aggregate amount of the bonuses payable to all the Executive Directors for any financial year of the Company may not exceed 10% of the audited consolidated net profit of the Group (after taxation and minority interest but before extraordinary and exceptional items of the Group) in respect of the financial year.

The Independent Non-Executive Directors have been appointed for a term expiring on 31 July 2004 with the term being renewed for a further term of two years commencing from 1 August 2004. Save for a total fee of HK\$200,000 for all of them for the year ended 31 March 2006, the Independent Non-Executive Directors are not entitled to any other remuneration.

#### Directors' Interests in Contracts

As at 31 March 2006, the Company has an amount due to Dr. Cheung Yuk Shan, Shirley of approximately HK\$2,953,000, details of which is set out in note 21 to the financial statements.

Save as disclosed above, none of the Directors had a material interest, whether directly or indirectly, in any contract of significance subsisting during or at the end of the financial year to which the Company or any of its subsidiaries was a party.

#### Directors' and Chief Executive's Interests and Short Positions in Shares

As at 31 March 2006, 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:

該等執行董事各自有權收取一筆基本薪金及酌情花紅，惟就本公司於任何財政年度應付全體執行董事之花紅總金額，不得超過有關財政年度本集團之經審核綜合純利(除稅及少數股東權益後但未計非經常性及特殊項目前)之10%。

獨立非執行董事獲委任之任期已於二零零四年七月三十一日屆滿，而有關年期已獲續訂兩年，由二零零四年八月一日起計。除於截至二零零六年三月三十一日止年度支付予彼等之總費用合共200,000港元外，獨立非執行董事無權享有任何其他酬金。

#### 董事之合約權益

於二零零六年三月三十一日，本公司應付張玉珊博士之款項約為2,953,000港元，其詳情載於財務報表附註21。

除上文所披露者外，董事概無於本公司或其任何附屬公司所訂立而於本財政年度內或結束時仍然存在之任何重大合約中直接或間接擁有重大權益。

#### 董事及主要行政人員於股份之權益及淡倉

於二零零六年三月三十一日，本公司董事及主要行政人員或其各自之聯繫人士於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份(「股份」)中擁有權益或淡倉，而須根據證券及期貨條例第XV部第7及第8分部規定知會本公司及聯交所(包括根據證券及期貨條例之有關條文，其被視為或當作擁有之權益及/或淡倉)，或根據證券及期貨條例第352條將須要，或須根據創業板上市規則第5.46至5.67條知會本公司及聯交所者如下：

於本公司股份之好倉：

Name of Director 董事姓名	Number of shares 股份數目			Approximate percentage of interest in the Company's issued share capital 佔於本公司已發行股本權益之概約百分比
	Corporate interests 公司權益	Personal interests 個人權益	Total 總數	
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	293,200,000 (Note 1) (附註1)	81,070,000	374,270,000	56.12%

## Directors' Report 董事會報告

### Note 1:

The 293,200,000 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:

### 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 董事姓名	Date of grant 授予日期	Exercisable period 行使期	Subscription Price per share 每股股份 認購價	Aggregate Long position in underlying Shares of the Company 於本公司 相關股份中 好倉之總數	Approximate percentage interest in the Company's issued share capital 佔於本公司 已發行股本 權益之概約 百分比
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	10 September 2004 二零零四年九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日 至 二零一三年十一月三日	HK\$0.512	5,000,000	0.75%
Mr. Cheung Ka Heng, Frankie 張嘉恒先生	10 September 2004 二零零四年九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日 至 二零一三年十一月三日	HK\$0.512	5,000,000	0.75%

### 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 31 March 2006, 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 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.

### 附註1:

上述293,200,000股股份由Biochem Investments Limited (「Biochem」) 持有，Biochem為一間於英屬處女群島註冊成立之有限公司。Biochem之全部已發行股本由張玉珊博士全資擁有。

於本公司相關股份之好倉：

### 購股權計劃

本公司相關股份之權益來自本公司根據購股權計劃授予本公司董事之購股權，其詳情如下：

### 附註1:

就證券及期貨條例而言，上述權益構成董事於實物結算股本衍生工具之好倉。

除上文所披露者外，於二零零六年三月三十一日，本公司董事、主要行政人員或其各自之聯繫人士概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份中，擁有任何記錄於根據證券及期貨條例第352條規定存置之登記冊中，或根據創業板上市規則第5.46至5.67條所述公司董事進行交易之最低標準須知會本公司及聯交所之個人、家族、公司或其他權益或淡倉，而須知會本公司及聯交所。

### Substantial Shareholders' Interests and Short Positions in Shares

As at 31 March 2006, 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 主要股東	Capacity 身份	Number of shareholding 持股數目		Number of share options held 所持 購股權數目
		Share 股份	Percentage 百分比	
Biochem	Beneficial owner 實益擁有人	293,200,000	43.96%	—
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	Beneficial owner 實益擁有人	81,070,000	12.16%	5,000,000

### 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 year 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.

### Sponsor's Interest

Pursuant to a sponsor agreement dated 10 November 2003 entered into between the Company and South China Capital Limited (the "Sponsor"), the Sponsor will receive a fee for acting as the Company's retained sponsor for the period from 19 November 2003 to 31 March 2006.

### 主要股東於股份之權益及淡倉

於二零零六年三月三十一日，就本公司任何董事或主要行政人員所知，下列權益根據證券及期貨條例第XV部第2及第3分部須予披露，或被視為直接或間接擁有本公司已發行股本5%或以上，或須記錄於根據證券及期貨條例第336條規定存置之權益登記冊或知會本公司者如下：

於股份之好倉：

### 董事收購股份或債券之權利

除上文「董事及主要行政人員於股份之權益及淡倉」一節所披露者外，任何董事、其各自之配偶或未滿十八歲之子女於年內任何時間概無獲授權利以藉收購本公司之股份或債券而獲益，而彼等亦無行使該等權利；且本公司、其控股公司、或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事可獲得任何其他法人團體之該等權利。

### 保薦人權益

根據本公司與南華融資有限公司（「保薦人」）於二零零三年十一月十日訂立之保薦人協議，保薦人已獲委任為本公司自二零零三年十一月十九日至二零零六年三月三十一日為止期間內之延聘保薦人，就此，保薦人將收取相關費用。

## *Directors' Report*

### 董事會報告

As at 31 March 2006, none of the Sponsor, its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the shares of the Company, or any right to subscribe for or to nominate persons to subscribe for any shares of the Company.

#### *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.

#### *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 year.

#### *Major Customers and Suppliers*

During the year, purchases from the Group's five largest suppliers accounted for 93.74% (2005: 78.70%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 54.99% (2005: 27.34%). Sales to the Group's five largest customers accounted for 16.72% (2005: 10.16%) of the total sales for the year.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers.

#### *Principal Subsidiaries*

The activities of the Company's subsidiaries are set out in note 16 to the financial statements.

#### *Charitable Donations*

Charitable donations made by the Group during the year amounted to HK\$241,000.

#### *Pre-emptive Rights*

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of the Cayman Islands.

於二零零六年三月三十一日，保薦人、其董事、僱員或聯繫人士（定義見創業板上市規則）概無於本公司股份中擁有任何權益，或擁有任何權利以認購或提名他人認購本公司之任何股份。

#### 競爭性權益

本公司董事或主要股東或其各自之聯繫人士（定義見創業板上市規則）並無在與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益。

#### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於年內購買、贖回或出售本公司任何上市證券。

#### 主要客戶及供應商

年內，本集團自其五大供應商之採購佔其年度總採購額之93.74%（二零零五年：78.70%），而自當中最大供應商之採購達54.99%（二零零五年：27.34%）。本集團之五大客戶之銷售佔其年度總銷售額之16.72%（二零零五年：10.16%）。

本公司董事或其任何聯繫人士或任何股東（就董事所知，彼等所持之股本超過本公司已發行股本之5%）於本集團五大供應商中概無擁有任何實益權益。

#### 主要附屬公司

本公司附屬公司之業務載於財務報表附註16。

#### 慈善捐款

本集團於年內撥出之慈善捐款達241,000港元。

#### 優先購買權

本公司之組織章程細則並無訂明任何有關優先購買權之條文，而開曼群島法律亦無就該等權利設置任何限制。

### *Audit Committee*

The Group has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. Details of the role and work performed by the committee are set out in “Corporate Governance Report” in this Annual Report.

### *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.

### *Auditors*

The accounts were audited by CCIF CPA Limited. A resolution to re-appoint the retiring auditors, CCIF CPA Limited, is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Cheung Yuk Shan, Shirley**  
Chairman

Hong Kong, 26 June 2006

### 審核委員會

本集團已遵照創業板上市規則第5.28至5.33條之規定成立審核委員會，並以書面訂立其職權範圍。委員會之角色及所進行之工作詳情載於本年報「企業管治報告」內。

### 有關董事進行證券交易之行為守則

本公司已採納載於創業板上市規則第5.48至5.67條所述之交易必守標準，作為董事進行證券交易之行為守則。在向所有董事作出特別查詢後，本公司確定所有董事均已遵守載於創業板上市規則第5.48至5.67條所述之交易必守標準。

### 核數師

該等賬目乃由陳葉馮會計師事務所有限公司審核。本公司將於應屆股東週年大會上提呈一項決議案，續聘退任核數師陳葉馮會計師事務所有限公司。

代表董事會

主席  
張玉珊

香港，二零零六年六月二十六日

## Auditors' Report 核數師報告



**CCIF**

**CCIF CPA LIMITED**

37/F Hennessy Centre  
500 Hennessy Road  
Causeway Bay Hong Kong

**To the Shareholders of Sau San Tong Holdings Limited**  
(Incorporated in Cayman Islands with Limited Liability)

We have audited the financial statements on pages 38 to 96 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### *Respective responsibilities of directors and auditors*

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### *Basis of opinion*

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.



**CCIF**

**陳葉馮會計師事務所有限公司**

香港 銅鑼灣 軒尼詩道500號  
興利中心37樓

**致修身堂控股有限公司各股東**  
(於開曼群島註冊成立之有限公司)

本核數師已審核第38至第96頁根據香港公認會計原則編製之財務報表。

### *董事與核數師各自之責任*

貴公司董事負責編製真實而公平之財務報表。編製真實而公平之財務報表時，必須採用合適之會計政策並貫徹應用。

本核數師有責任依據本核數師之審核發表有關該等財務報表之獨立意見，並僅向閣下(作為團體)呈報有關意見，除此以外並無其他目的。就本報告之內容而言，本核數師不會向任何其他人士承擔或接納任何責任。

### *意見基準*

本核數師根據香港會計師公會頒佈之《香港核數準則》展開審核。審核包括以抽查方式查實有關金額之證據及財務報表之披露。此外，審核亦包括評核董事編製財務報表時作出之重要估計及判斷，以及會計政策是否適用於貴公司及貴集團之情況、有否貫徹採用及足夠披露等。

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### *Opinion*

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2006 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**CCIF CPA Limited**  
*Certified Public Accountants*  
Hong Kong, 26 June 2006

**Chan Wai Dune, Charles**  
Practising Certificate Number P00712

本核數師策劃和進行審核工作時，均以獲取本核數師認為需要之資料及解釋為目標，從而取得本核數師可合理保證財務報表並無重大失實內容之證據。本核數師發表意見時，亦已評估財務報表之資料呈報方式整體上是否足夠。本核數師相信，本核數師之審核可為本核數師之意見提供合理基礎。

### *意見*

本核數師認為，財務報表真實而公平地反映 貴公司與 貴集團於二零零六年三月三十一日之財務狀況，以及 貴集團截至該日止年度之虧損與現金流量，並已根據《香港公司條例》之披露規定妥善編製。

**陳葉馮會計師事務所有限公司**  
香港執業會計師  
香港，二零零六年六月二十六日

**陳維端**  
執業證明書編號P00712



## Consolidated Income Statement

### 綜合收益表

For the Year Ended 31 March 2006  
截至二零零六年三月三十一日止年度

		Notes 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)
Turnover	營業額	6	358,650	141,709
Cost of sales	銷售成本		(276,363)	(18,081)
Gross profit	毛利		82,287	123,628
Other revenue	其他收益	6	1,775	393
Selling and distribution costs	銷售及分銷成本		(92,359)	(67,048)
General and administrative expenses	一般及行政開支		(52,467)	(38,427)
Other operating expenses	其他經營開支		(3,770)	—
(Loss)/Profit from operations	經營(虧損)/溢利		(64,534)	18,546
Finance costs	融資成本		(144)	(2)
Gain on partial disposal of interest in subsidiaries	出售附屬公司部份權益之收益		6,009	16,010
(Loss)/Profit before taxation	除稅前(虧損)/溢利	8	(58,669)	34,554
Taxation	稅項	10	(2,759)	(3,484)
(Loss)/Profit for the year	年內(虧損)/溢利		(61,428)	31,070
Attributable to:	歸屬於:			
Equity holders of the Company	本公司權益持有人	11	(59,901)	31,123
Minority interests	少數股東權益		(1,527)	(53)
			(61,428)	31,070
Dividends	股息	12	—	12,481
(Loss)/Earnings per share	每股(虧損)/盈利			
— Basic	— 基本	13	(9.11) cents仙	5.16 cents仙
— Diluted	— 攤薄		(9.11) cents仙	4.72 cents仙

The notes on pages 44 to 96 form an integral part of these financial statements.

第44至第96頁之附註乃此等財務報表之其中部份。

## Balance Sheets

### 資產負債表

As at 31 March 2006  
於二零零六年三月三十一日

	Notes 附註	Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
			(Restated) (重列)		
<b>Non-current assets</b>	<b>非流動資產</b>				
Goodwill	商譽 14	177	140	—	—
Property, plant and equipment	物業、機器及設備 15	23,019	21,435	—	—
Deferred tax assets	遞延稅項資產 23	366	366	—	—
Investment in subsidiaries	於附屬公司之投資 16	—	—	3,663	3,661
		<b>23,562</b>	21,941	<b>3,663</b>	3,661
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨 17	10,158	785	—	—
Due from subsidiaries	應收附屬公司款項 16	—	—	31,616	25,247
Due from minority shareholders	應收少數股東款項 18	—	16,369	—	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	17,004	35,594	419	162
Trade receivables	應收貿易款項 19	25,258	4,695	—	—
Cash and bank balances	現金及銀行結餘 20	21,005	33,454	582	5,394
		<b>73,425</b>	90,897	<b>32,617</b>	30,803
<b>Current liabilities</b>	<b>流動負債</b>				
Due to a director	應付一名董事款項 21	2,953	—	2,953	—
Due to subsidiaries	應付附屬公司款項 16	—	—	2,338	1,263
Due to minority shareholders	應付少數股東款項 18	16,385	—	—	—
Trade payables	應付貿易款項 22	15,534	2,713	—	—
Deferred income	遞延收入	22,166	11,195	—	—
Other payables and accruals	其他應付款項及應計款項	3,620	4,502	941	969
Taxation payable	應付稅項	642	3,069	—	—
		<b>61,300</b>	21,479	<b>6,232</b>	2,232
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>12,125</b>	69,418	<b>26,385</b>	28,571
<b>Net assets</b>	<b>資產淨額</b>	<b>35,687</b>	91,359	<b>30,048</b>	32,232

*Balance Sheets*  
資產負債表

As at 31 March 2006  
於二零零六年三月三十一日

		Notes 附註	Group 本集團		Company 本公司	
			2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
				(Restated) (重列)		
<b>Capital and reserves</b>	<b>資本及儲備</b>					
Share capital	股本	24	<b>6,669</b>	6,569	<b>6,669</b>	6,569
Reserves	儲備	26	<b>23,687</b>	84,832	<b>23,379</b>	25,663
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		<b>30,356</b>	91,401	<b>30,048</b>	32,232
<b>Minority interests</b>	<b>少數股東權益</b>		<b>5,331</b>	(42)	—	—
<b>Total equity</b>	<b>權益總額</b>		<b>35,687</b>	91,359	<b>30,048</b>	32,232

Approved and authorised for issue by the board of directors on 26 June 2006.

董事會於二零零六年六月二十六日批准及授權刊發。

On behalf of the board  
代表董事會

**Cheung Yuk Shan, Shirley**  
張玉珊  
Director  
董事

**Cheung Ka Heng, Frankie**  
張嘉恒  
Director  
董事

The notes on pages 44 to 96 form an integral part of these financial statements.

第44至第96頁之附註乃此等財務報表之其中部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the Year Ended 31 March 2006  
截至二零零六年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔									
		Share capital	Share premium	Merger reserve	Exchange reserves	Employee share-based compensation reserve	Statutory surplus reserve	Retained profits/ losses (Accumulated)	Total	Minority interest	Total equity
		股本	股份溢價	合併儲備	滙兌儲備	僱員股份付款補償儲備	法定公積金	保留盈利/(累計虧損)	合共	少數股東權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2004	於二零零四年四月一日	5,370	24,952	(3,652)	—	—	—	30,743	57,413	413	57,826
Exercise of share options	行使購股權	1,199	16,575	—	—	—	—	—	17,774	—	17,774
Profit for the year	年內溢利	—	—	—	—	—	—	31,123	31,123	(53)	31,070
Exchange adjustments	滙兌調整	—	—	—	12	—	—	—	12	—	12
Reduction in minority interests on acquisition of additional interest in a subsidiary	於收購一間附屬公司額外權益時減少之少數股東權益	—	—	—	—	—	—	—	—	(402)	(402)
Dividends	股息										
— 2004 final and special dividends	— 二零零四年末期及特別股息	—	—	—	—	—	—	(9,666)	(9,666)	—	(9,666)
— 2005 interim dividend	— 二零零五年中期股息	—	—	—	—	—	—	(5,255)	(5,255)	—	(5,255)
At 31 March 2005	於二零零五年三月三十一日	6,569	41,527	(3,652)	12	—	—	46,945	91,401	(42)	91,359
At 1 April 2005	於二零零五年四月一日	6,569	41,527	(3,652)	12	—	—	46,945	91,401	(42)	91,359
Placing of new shares	配售新股	100	3,900	—	—	—	—	—	4,000	—	4,000
Share issuance costs	股份發行成本	—	(85)	—	—	—	—	—	(85)	—	(85)
Equity settled share-based transactions	權益支付之股份交易	—	—	—	—	2,219	—	—	2,219	—	2,219
Loss for the year	年內虧損	—	—	—	—	—	—	(59,901)	(59,901)	(1,527)	(61,428)
Transfer	轉撥	—	—	—	—	—	395	(395)	—	—	—
Exchange adjustments	滙兌調整	—	—	—	(56)	—	4	—	(52)	(8)	(60)
Acquisition of a subsidiary	收購一間附屬公司	—	—	—	—	—	—	—	—	1,963	1,963
Equity contribution by minority shareholders	少數股東注入權益	—	—	—	—	—	—	—	—	4,945	4,945
Dividends	股息										
— 2005 final dividend	— 二零零五年末期股息	—	—	—	—	—	—	(7,226)	(7,226)	—	(7,226)
At 31 March 2006	於二零零六年三月三十一日	6,669	45,342	(3,652)	(44)	2,219	399	(20,577)	30,356	5,331	35,687

The notes on pages 44 to 96 form an integral part of these financial statements.

第44至第96頁之附註乃此等財務報表之其中部份。

## Consolidated Cash Flow Statement

### 綜合現金流量表

As at 31 March 2006  
於二零零六年三月三十一日

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES</b>	<b>經營活動現金(流出)／流入淨額</b>		
(Loss)/Profit before taxation	除稅前(虧損)／溢利	<b>(58,669)</b>	34,554
Adjustments for:	經以下調整：		
Amortisation and impairment loss of goodwill	商譽攤銷及減值虧損	—	460
Depreciation	折舊	<b>10,276</b>	7,083
Employee share option costs	僱員購股權成本	<b>2,219</b>	—
Gain on partial disposal of interest in subsidiaries	出售附屬公司部份權益之收益	<b>(6,009)</b>	(16,010)
Impairment on due from a minority shareholder	應收一名少數股東款項之減值	<b>3,000</b>	—
Impairment on trade receivables	應收貿易款項之減值	<b>128</b>	—
Interest income	利息收入	<b>(61)</b>	(7)
Interest expenses	利息開支	<b>144</b>	2
Write-down on inventories	撇減存貨	<b>643</b>	—
<b>Operating (loss)/profit before working capital changes</b>	<b>營運資金變動前之經營(虧損)／溢利</b>	<b>(48,329)</b>	26,082
Increase in inventories	存貨增加	<b>(10,016)</b>	(575)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	<b>18,593</b>	(18,335)
(Increase)/decrease in trade receivables	應收貿易款項(增加)／減少	<b>(20,691)</b>	2,975
Increase/(decrease) in trade payables	應付貿易款項增加／(減少)	<b>12,526</b>	(701)
Increase in deferred income	遞延收入增加	<b>10,971</b>	4,033
Increase in due to a director	應付一名董事款項增加	<b>2,953</b>	—
Decrease in due from minority shareholders	應收少數股東款項減少	<b>13,369</b>	3,405
Increase in due to minority shareholders	應付少數股東款項增加	<b>16,385</b>	—
(Decrease)/increase in other payables and accruals	其他應付款項及應計款項(減少)／增加	<b>(927)</b>	759
<b>Cash (used in)/generated from operations</b>	<b>(用於)／來自經營業務之現金</b>	<b>(5,166)</b>	17,643
Profits and income tax paid	已付利得及所得稅	<b>(5,186)</b>	(5,792)
Interest received	已收利息	<b>61</b>	7
Interest paid	已付利息	<b>(144)</b>	—
<b>NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES</b>	<b>(用於)／來自經營活動之現金淨額</b>	<b>(10,435)</b>	11,858

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購入物業、機器及設備	<b>(11,812)</b>	(14,987)
Acquisition of a subsidiary (Note 27)	收購一間附屬公司(附註27)	<b>2,214</b>	—
Acquisition of additional interests in a subsidiary	收購一間附屬公司之額外權益	—	(151)
Partial disposal of interest in a subsidiary	出售一間附屬公司部份權益	<b>6,000</b>	—
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>用於投資活動之現金淨額</b>	<b>(3,598)</b>	(15,138)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from placing of new shares	配售新股之所得款項	<b>4,000</b>	—
Share issuance costs	發行股份成本	<b>(85)</b>	—
Proceeds from issuance of shares upon exercise of share options	行使購股權時發行之股份之所得款項	—	17,774
Repayment of finance leases	償還融資租賃	—	(32)
Interest paid for finance leases	已付融資租賃利息	—	(2)
Capital contributed by minority shareholders	少數股東之資本貢獻	<b>4,945</b>	—
Reduction in capital contribution by minority shareholders	少數股東之資本貢獻減少	—	(402)
Dividend paid	已付股息	<b>(7,226)</b>	(14,921)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>來自融資活動之現金淨額</b>	<b>1,634</b>	2,417
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物減少淨額</b>	<b>(12,399)</b>	(863)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及現金等值物</b>	<b>33,454</b>	34,305
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET</b>	<b>滙兌變動影響淨額</b>	<b>(50)</b>	12
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末之現金及現金等值物</b>	<b>21,005</b>	33,454
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物結餘之分析</b>		
Cash and bank balances	現金及銀行結餘	<b>21,005</b>	33,454

The notes on pages 44 to 96 form an integral part of these financial statements.

第44至第96頁之附註乃此等財務報表之其中部份。

# Notes to the Financial Statements

## 財務報表附註

31 March 2006  
二零零六年三月三十一日

### 1. Corporate Information

The Company was incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares have been listed on The Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 19 November 2003.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 16 to the financial statements.

### 2. Basis of Preparation and Significant Accounting Policies

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which also include all Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities of the GEM of the Stock Exchange (the "GEM Listing Rules"). They have been prepared under the historical cost convention.

The HKICPA has issued a number of new/revised HKFRSs that are effective for adoption for accounting periods beginning on or after 1 April 2005. The Group adopted the following new/revised HKFRSs for the year ended 31 March 2006 which were relevant to its operations in the preparation of these financial statements. The 2005 comparatives have been restated as required, in accordance with the relevant requirement.

#### (a) Adoption of HKFRSs

HKAS 1	Presentation of financial statements
HKAS 2	Inventories
HKAS 7	Cash flow statements
HKAS 8	Accounting policies, changes in accounting estimates and errors
HKAS 10	Events after the balance sheet date
HKAS 12	Income taxes
HKAS 14	Segment reporting
HKAS 16	Property, plant and equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee benefits
HKAS 21	The effects of changes in foreign exchange rates
HKAS 23	Borrowing costs

### 1. 公司資料

本公司於二零零二年五月二十一日根據開曼群島法律第22章公司法(一九六一年法例三, 經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司, 而其股份自二零零三年十一月十九日起在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司為一間投資控股公司。其主要附屬公司之主要業務載於財務報表附註16。

### 2. 編製基準及主要會計政策

此等財務報表乃根據一切適用之香港財務報告準則(「香港財務報告準則」)(亦包括香港會計師公會(「香港會計師公會」)頒佈之一切香港會計準則(「香港會計準則」)及詮釋)、香港普遍接納之會計原則, 及香港公司條例及聯交所創業板證券上市規則(「創業板上市規則」)之披露規定編製。此等財務報表乃以歷史價值成本法編製。

香港會計師公會已頒佈多項新訂/經修訂之香港財務報告準則, 由二零零五年四月一日或之後開始之會計期間生效。本集團已就截至二零零六年三月三十一日止年度採納以下新訂/經修訂之香港財務報告準則, 該等準則於編製此等財務報表方面與其業務相關。二零零五年之比較數字已按需要根據相關規定重列。

#### (a) 採納香港財務報告準則

香港會計準則第1號	財務報表之呈列
香港會計準則第2號	存貨
香港會計準則第7號	現金流量表
香港會計準則第8號	會計政策、會計估計更改及錯誤更正
香港會計準則第10號	結算日後事項
香港會計準則第12號	所得稅
香港會計準則第14號	分類報告
香港會計準則第16號	物業、機器及設備
香港會計準則第17號	租賃
香港會計準則第18號	收益
香港會計準則第19號	僱員福利
香港會計準則第21號	匯率變動之影響
香港會計準則第23號	借貸成本

2. *Basis of Preparation and Significant Accounting Policies (Continued)*

(a) **Adoption of HKFRSs (Continued)**

HKAS 24	Related party disclosures
HKAS 27	Consolidated and separate financial statements
HKAS 32	Financial instruments: Disclosure and presentation
HKAS 33	Earnings per share
HKAS 36	Impairment of assets
HKAS 37	Provisions, contingent liabilities and contingent assets
HKAS 38	Intangible assets
HKAS 39	Financial instruments: Recognition and measurement
HKFRS 2	Share-based payment
HKFRS 3	Business combinations

The adoption of the above new/revised HKFRSs has the following impacts on the Group's accounting policies.

- HKASs 8 and 33 have affected the disclosure of the financial statements;
- HKAS 24 has affected the identification of related parties and some other related party disclosures.
- the impact on the adoption of HKFRSs 2, 3, HKASs 1, 27, 36 and 38 are set out in note 3; and
- the other new/revised HKFRSs have no significant impact on the Group's accounting policies.

The Group has not early adopted the following new standards, interpretations and amendments that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, interpretations or amendments will have no material impact on the financial statements of the Group.

2. 編製基準及主要會計政策 (續)

(a) 採納香港財務報告準則 (續)

香港會計準則第24號	關連人士之披露
香港會計準則第27號	綜合及獨立財務報表
香港會計準則第32號	金融工具：披露及呈列
香港會計準則第33號	每股盈利
香港會計準則第36號	資產減值
香港會計準則第37號	撥備、或然負債及或然資產
香港會計準則第38號	無形資產
香港會計準則第39號	金融工具：確認及計量
香港財務報告準則第2號	股份付款
香港財務報告準則第3號	業務合併

採納上述新訂／經修訂之香港財務報告準則對本集團之會計政策構成下列影響。

- 香港會計準則第8號及第33號對財務報表之披露構成影響；
- 香港會計準則第24號對識別關連人士及若干其他關連人士披露構成影響；
- 採納香港財務報告準則第2號、第3號、香港會計準則第1號、第27號、第36號及第38號之影響載於附註3；及
- 其他新訂／經修訂之香港財務報告準則對本集團之會計政策並無重大影響。

本集團並無提早採納下列已頒佈但尚未生效之新準則、詮釋及修訂。本公司董事預期應用該等準則、詮釋或修訂將不會對本集團之財務報表構成重大影響。



## Notes to the Financial Statements 財務報表附註

31 March 2006  
二零零六年三月三十一日

### 2. Basis of Preparation and Significant Accounting Policies (Continued)

#### (a) Adoption of HKFRSs (Continued)

HKAS 19 (Amendment)	Actuarial gains and losses, groups plans and disclosures
HKAS 21 (Amendment)	Net investment in a foreign operation
HKAS 39 (Amendment)	The fair value option
HKAS 39 and HKFRS 4 (Amendments)	Financial guarantee contracts
HKFRS 7	Financial instruments: Disclosures
HK(IFRIC) — INT 4	Determining whether an arrangement contains a lease
HK(IFRIC) — INT 8	Scope of HKFRS 2

#### (b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March each year.

The results of subsidiary acquired or disposal of during the year is included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Minority interests represent the interests of outside shareholders in the operating results and net assets of the Company's subsidiaries and are presented separately in the consolidated income statements and within the equity in the consolidated balance sheet from the results/equity attributable to equity holders of the Company.

#### (c) Subsidiaries

A subsidiary is a company in which the Group or the Company, directly or indirectly, controls more than half of the voting power or controls the composition of the board of directors.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

### 2. 編製基準及主要會計政策 (續)

#### (a) 採納香港財務報告準則 (續)

香港會計準則第19號(修訂本)	精算盈虧、集團計劃及披露
香港會計準則第21號(修訂本)	海外業務投資淨額
香港會計準則第39號(修訂本)	公平值期權
香港會計準則第39號及香港財務報告準則第4號(修訂本)	財務擔保合約
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會)－詮釋第4號	釐定一項安排是否包含租賃
香港(國際財務報告詮釋委員會)－詮釋第8號	香港財務報告準則第2號之範疇

#### (b) 綜合賬目之基準

綜合財務報表載有本公司及其附屬公司每年截至三月三十一日止之財務報表。

年內所收購或出售附屬公司之業績乃自收購生效日期起或截至出售生效日期止(倘適用)計入綜合收益表內。

少數股東權益指外界股東於本公司附屬公司經營業績及資產淨額之權益，有關權益與本公司權益持有人應佔業績／權益分開於綜合收益表及綜合資產負債表之權益內呈列。

#### (c) 附屬公司

附屬公司指本集團或本公司直接或間接控制其超過一半表決權或控制董事會成員之公司。

所有集團內公司間之結餘及交易，以及集團內公司間交易所產生之任何未變現溢利，均於編製綜合財務報表時全數抵銷。集團內公司間交易所產生之未變現虧損以與未變現收益相同之方式予以抵銷，惟僅以沒有減值憑證者為限。

2. *Basis of Preparation and Significant Accounting Policies (Continued)*

**(c) Subsidiaries (Continued)**

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses. The results of subsidiaries are included in the Company's income statement to the extent of dividend received and receivable.

**(d) Goodwill**

Positive goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's share of fair value of the identifiable assets and liabilities acquired on acquisitions of subsidiaries.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is no longer amortised but is tested annually for impairment.

Negative goodwill arising on acquisitions of subsidiaries represents the excess of the Group's share of the fair value of the identifiable assets and liabilities acquired over the cost of the acquisition. Negative goodwill is recognised immediately in the consolidated income statement as it arises.

**(e) Revenue recognition**

- (i) Revenues from the distribution sales of cosmetic and skin care products and the sale of other health and beauty products are recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.
- (ii) Revenue from the provision of beauty and slimming services is recognised in proportion to when services are rendered. Payments that are related to services not yet rendered are deferred and shown as deferred income in balance sheet. Upon expiry of the prepaid service packages, the corresponding deferred income is fully recognised.

2. 編製基準及主要會計政策 (續)

**(c) 附屬公司 (續)**

於本公司資產負債表中，於附屬公司之投資乃按成本減減值虧損列賬。附屬公司之業績以已收及應收股息為限計入本公司之收益表內。

**(d) 商譽**

因綜合賬目而產生之正商譽指收購成本超出本集團於收購附屬公司應佔所收購之可識別資產及負債公平值之數額。

商譽按成本減任何累計減值虧損列賬。商譽乃分配至現金產生單位，且不再進行攤銷，惟會每年作出減值測試。

因收購附屬公司而產生之負商譽指本集團應佔所收購之可識別資產及負債公平值超出收購成本之數額。負商譽於產生時即時在綜合收益表內確認。

**(e) 收益之確認**

- (i) 分銷銷售化妝及護膚產品及銷售其他保健及美容產品之收益會在擁有權之風險及回報轉移予客戶後確認入賬，一般與貨品送交客戶及所有權轉移時同時發生。
- (ii) 提供美容及纖體服務之收益會在提供服務後按比例確認入賬。有關尚未提供之服務之款項會予以遞延，並於資產負債表列為遞延收入。於預付服務組合屆滿時，將全數確認相應之遞延收入。

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財務報表附註

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2. Basis of Preparation and Significant Accounting Policies  
(Continued)

(e) Revenue recognition (Continued)

- (iii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.
- (iv) Management fee income is recognised when services are rendered.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Property, plant and equipment are depreciated at rates sufficient to write off their cost over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	Over the lease term
Machinery	20%
Office equipment	15% — 20%
Furniture and fixtures	20%
Motor vehicles	15% — 30%

Major costs incurred in restoring property, plant and equipment to their normal working conditions are charged to the income statement. Improvements are capitalised and depreciated over their expected useful lives to the Group.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected. Gain or loss on derecognition of property, plant and equipment, calculated as the difference between the net disposal proceeds and the carrying amount of the item, is included in the income statement in the period the item is derecognised.

2. 編製基準及主要會計政策 (續)

(e) 收益之確認 (續)

- (iii) 利息收入按未償還本金金額及適用利率按時間比例確認入賬。
- (iv) 管理費收入乃於提供服務時確認。

(f) 物業、機器及設備

物業、機器及設備乃按成本減累計折舊及累計減值虧損列賬。

物業、機器及設備是以直線法基準按其估計可使用年期撇銷其成本之年率折舊。主要年折舊率如下：

租賃物業裝修	在租約期內
機器	20%
辦公室設備	15% — 20%
傢俬及固定裝置	20%
汽車	15% — 30%

為回復物業、機器及設備之正常操作情況而產生之重大成本在收益表內扣除。裝修均資本化，並按其對本集團之估計可使用年期折舊。

物業、機器及設備項目於出售或預期不會有未來經濟效益時解除確認。解除確認物業、機器及設備之盈虧乃出售所得款項淨額與該項目賬面值之差額，計入解除確認該項目期間之收益表內。

2. *Basis of Preparation and Significant Accounting Policies*  
(Continued)

**(g) Inventories**

Inventories are stated at the lower of cost and net realisable value and is calculated using the first-in, first-out method. Net realisable value represents the estimate selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

**(h) Trade receivables**

Impairment is made against trade receivables to the extent that they are considered to be doubtful. Trade receivables in the balance sheet is stated net of such impairment.

**(i) Operating leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payments applicable to such operating leases are charged to the income statement on the straight-line basis over the lease periods.

**(j) Impairment of assets**

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased.

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying amount of such an asset exceeds its recoverable amount.

2. 編製基準及主要會計政策 (續)

**(g) 存貨**

存貨乃以成本及可變現淨值(兩者之較低者)入賬,並以先進先出法計算。可變現淨值指估計售價減去完成之所有估計成本,及於市場推廣、銷售及分銷時產生之成本。

**(h) 應收貿易款項**

凡被視為呆賬之應收貿易款項,均作出減值。資產負債表內所列之應收貿易款項已扣除該減值。

**(i) 經營租賃**

凡資產擁有權之回報及風險實質上歸於出租公司之租賃,均列為經營租賃。有關經營租賃之應付租金,會在有關租賃期內以直線法基準在收益表內扣除。

**(j) 資產減值**

於各結算日均會評估是否有任何跡象顯示任何資產出現減值,或是否有任何跡象顯示過去就資產而於過往年度確認之減值虧損不存再在或可能有所下降。

倘出現任何該等跡象,即估計資產之可收回金額。減值虧損在資產之賬面值高於其可收回金額時在收益表內確認入賬。

2. *Basis of Preparation and Significant Accounting Policies*  
(Continued)

(j) **Impairment of assets** (Continued)

(i) **Calculation of recoverable amount**

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

(ii) **Reversal of impairment losses**

In respect of assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment losses made against goodwill is not reversed.

A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

(k) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

2. 編製基準及主要會計政策 (續)

(j) 資產減值 (續)

(i) 計算可收回金額

資產之可收回金額為其售價淨額及在用價值之較大者。在評估在用價值時，估計未來現金流量乃採用稅前貼現率貼現至其現值，而該貼現率乃反映現行市場對貨幣時間值及該資產特有風險之評估。凡資產並非完全倚靠其他資產產生現金流入，則可收回金額乃按可獨立產生現金流入之最小類別資產（現金產生單位）而釐定。

(ii) 撥回減值虧損

就商譽以外之資產而言，倘用以釐定可收回金額之估計出現變動，減值虧損即被撥回。商譽之減值虧損不會被撥回。

減值虧損之撥回僅限於過往年度並無確認任何減值虧損而將會釐定之資產賬面值。減值虧損之撥回按照確認撥回之年度記入收益表。

(k) 現金及現金等值物

現金及現金等值物包括銀行及手頭現金、銀行及其他金融機構之通知存款，以及短期及可隨時兌換為可預知數目現金之高流通性投資，而其在價值變動上承受之風險並不重大，且自收購起三個月內到期。就現金流量表而言，須按要項償還並構成本集團現金管理一部份之銀行透支亦列為現金及現金等值物之部份。

## 2. Basis of Preparation and Significant Accounting Policies (Continued)

### (I) Employee benefits

- (i) Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Contributions to Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance and a state-sponsored retirement plan organized by municipal government as stipulated by the regulations of the Mainland China are recognised as an expense in the income statement as incurred.
- (iii) The Group operates an equity-settled share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

## 2. 編製基準及主要會計政策 (續)

### (I) 僱員福利

- (i) 薪金、年度花紅、有薪年假、休假及本集團之非金錢性福利均在本集團僱員提供有關服務之年度累計。倘須延遲付款或結算及將因此而產生重大影響，則有關金額按其現值列賬。
- (ii) 香港強制性公積金計劃條例所規定之強制性公積金及中國大陸法規所規定由市政府管理之國家資助退休計劃之供款於產生時在收益表內列支。
- (iii) 本集團設立一項權益結算之股份付款補償計劃。所收取以交換授出購股權之僱員服務之公平值乃確認為開支。於歸屬期內列支之總金額經參考已授出購股權之公平值後釐定，惟不計及任何非市場歸屬條件(如盈利能力及銷售增長目標)之影響。非市場歸屬條件已計入有關預期成為可予行使之購股權數目之假設內。於各結算日，有關實體會修訂其估計預期成為可予行使之購股權數目，並於收益表內確認對原估計作出修訂之影響(如有)及在餘下歸屬期對權益作出相應調整。

於購股權獲行使時，任何已收取之所得款項於扣除直接應佔交易成本後，乃計入股本(面值)及股份溢價。

## Notes to the Financial Statements 財務報表附註

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### 2. Basis of Preparation and Significant Accounting Policies (Continued)

#### (m) Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement or in equity if it relates to items that are recognised in the same or a different period, directly in equity.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences except where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and in respect of taxable temporary differences associated with interests in subsidiaries and associates, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary difference, and the carryforward of unused tax assets and unused tax losses can be utilised except where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and in respect of deductible temporary difference associated with interests in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

### 2. 編製基準及主要會計政策 (續)

#### (m) 所得稅

所得稅包括當期及遞延稅項。所得稅於收益表內確認，或倘其與於相同或不同期間直接於權益中確認之項目有關，則亦於權益中確認。

遞延稅項乃採用負債法就結算日資產與負債之稅基與其供財務申報之賬面值之所有暫時差額作出撥備。

遞延稅項負債乃就所有應課稅暫時差額予以確認，惟遞延稅項負債乃因商譽或初次確認一項交易中之資產或負債而產生，而於進行交易時並無影響會計溢利或應課稅溢利或虧損則除外；就與附屬公司及聯營公司權益有關之應課稅暫時差額而言，可控制撥回暫時差額之時間及暫時差額將不會於可見將來撥回則除外。

遞延稅項資產乃就所有可扣除暫時差額、承前未動用稅項資產及未動用稅項虧損予以確認，惟以將可能有應課稅溢利可對銷可扣減暫時差異，以及承前未動用稅項資產及未動用稅項虧損均可予動用者為限，惟倘遞延稅項資產乃有關初次確認一項交易(並非業務合併)中之資產或負債，而於進行交易時並無影響會計溢利或應課稅溢利或虧損則除外；而就與附屬公司及聯營公司權益有關之可扣減暫時差額而言，則所確認之遞延稅項資產乃僅以暫時差額可能將於可見將來撥回及有應課稅溢利可用以對銷暫時差額為限。

2. *Basis of Preparation and Significant Accounting Policies (Continued)*

**(m) Income tax (Continued)**

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

**(n) Foreign currencies**

These financial statements are presented in Hong Kong Dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are initially recorded using the functional currency rate ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the income statements. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2. 編製基準及主要會計政策 (續)

**(m) 所得稅 (續)**

於各結算日會對遞延稅項資產之賬面值進行檢討，並以不再可能有足夠應課稅溢利以容許動用全部或部份遞延稅項資產為限予以減少。與此相反，過往未確認之遞延稅項資產乃以可能將有足夠應課稅溢利以容許動用全部或部份遞延稅項資產為限予以確認。遞延稅項資產及負債乃根據於結算日已頒佈或實際上已頒佈的稅率（及稅務法例）按預期適用於資產變現或負債清償期間之稅率計量。

**(n) 外幣**

此等財務報表以本公司之功能及呈列貨幣港元呈列。本集團各實體釐定其本身之功能貨幣，而計入各實體財務報表之項目均採用功能貨幣計量。

外幣交易首先按交易日適用之功能貨幣匯率入賬。以外幣為單位之貨幣資產與負債按結算日適用之功能貨幣匯率重新換算。所有差額列入收益表。根據外幣歷史成本計算之非貨幣項目按首次交易日之匯率換算。根據外幣公平值計算之非貨幣項目按釐定公平值當日之匯率換算。



## Notes to the Financial Statements 財務報表附註

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### 2. Basis of Preparation and Significant Accounting Policies (Continued)

#### (n) Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries are not Hong Kong Dollars. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company (i.e., Hong Kong Dollars) at the exchange rates ruling at the balance sheet date and their income statements are translated into Hong Kong Dollars at the exchange rates ruling at the dates of the transactions. The resulting exchange differences are included in the exchange reserve. On disposal of an overseas subsidiary, the deferred cumulative amount recognised in equity relating to that particular foreign entity is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong Dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries that arise throughout the year are translated into Hong Kong Dollars at the exchange rates ruling at the dates of the transactions.

#### (o) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Company or the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2. 編製基準及主要會計政策 (續)

#### (n) 外幣 (續)

若干海外附屬公司之功能貨幣並非港元。於結算日，該等實體之資產及負債均按結算日之匯率換算為本公司之呈列貨幣(即港元)，而該等公司之收益表按交易日之匯率換算為港元。因此而產生之滙兌差額計入滙兌儲備。於出售海外附屬公司時，就特定海外實體在權益確認之遞延累計金額將於收益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日之匯率換算為港元。海外附屬公司於年內經常出現之經常性現金流量按交易日之匯率換算為港元。

#### (o) 撥備及或然負債

當本公司或本集團有因過去事件而引起之法律或推定責任，而清償該責任很可能須流出經濟效益及能作出可靠之估計時，須對時間或金額不明之負債確認撥備。倘金錢之時間價值屬重大，則撥備會以預期清償責任所須支出之現值列賬。

倘很可能毋須流出經濟效益，或不能可靠地估計金額，該責任即披露為或然負債，除非經濟效益流出之可能性微乎其微。有可能之責任僅會在一項或多項未來事件出現或沒有出現後方會確認，並會列作或然負債予以披露，除非經濟效益流出之可能性微乎其微。

## 2. Basis of Preparation and Significant Accounting Policies (Continued)

### (p) Borrowing costs

Borrowing costs are expensed in the income statement in the year in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditures for the asset are being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

### (q) Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) on other entities and include entities which are under significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

### (r) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

## 2. 編製基準及主要會計政策 (續)

### (p) 借貸成本

借貸成本於產生年度之收益表內列支，惟直接用作收購、建設或生產而需要相當長時間才可以投入擬定用途或銷售之資產之借貸成本則會予以資本化。

借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所需之準備工作進行期間時開始資本化為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所需之絕大部份準備工作中止或完成時，借貸成本便會暫停或停止資本化。

### (q) 關連人士

就此等財務報表而言，倘本集團有能力直接或間接控制另一方，或對另一方之財務及經營決策施加重大影響力（反之亦然），或倘本集團與另一方受共同控制或受共同重大影響，則被視為與本集團有關連。關連人士可為個人（主要管理人員、主要股東及／或彼等之近親）或其他實體，亦包括受本集團屬個人之關連人士重大影響之實體、為本集團或屬本集團關連人士之任何實體之僱員福利而設之僱用後福利計劃。

### (r) 分類報告

分類指本集團內可明顯區分之組成部份，負責提供產品或服務（業務分類），或在一特定之經濟環境中提供產品或服務（地域分類），並且承擔有別於其他分類之風險及回報。

## Notes to the Financial Statements 財務報表附註

31 March 2006  
二零零六年三月三十一日

### 2. Basis of Preparation and Significant Accounting Policies (Continued)

#### (r) Segment reporting (Continued)

In accordance with the Group's internal financial reporting, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before inter-company balances and inter-company transactions are eliminated as part of the consolidation process, except to the extent that such inter-company balances and transactions are between group companies within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, corporate and financing expenses and minority interests.

### 3. Changes in Accounting Policies

#### (a) Employee share option scheme (HKFRS 2 Share-Based Payment)

In prior years, no amounts were recognised when employees (which term includes directors) were granted share options over shares in the Company. If the employees chose to exercise the options, the nominal amount of share capital and share premium were credited only to the extent of the option's exercise price receivable.

### 2. 編製基準及主要會計政策 (續)

#### (r) 分類報告 (續)

按照本集團之內部財務申報模式，本集團選擇以業務分類資料作為主要申報形式，而地域分類資料作為次要申報形式。

分類收益、支出、業績、資產及負債包括直接歸屬某一分類，以及可按合理基準分配至該分類之項目。例如，分類資產可包括應收貿易款項以及物業、機器及設備。分類收益、支出、資產及負債在公司間結餘及公司間交易抵銷前釐定，作為綜合賬目過程之一部份，惟在單一分類中集團公司間之公司間結餘及交易除外。分類間之定價以其他外部各方之類似條款為基礎。

分類資本開支指在期內購入預計可於超過一個期間使用之分類資產(包括有形及無形資產)所產生之成本總和。

未分配項目主要包括財務及公司資產、付息貸款、借貸、公司及融資支出及少數股東權益。

### 3. 會計政策變動

#### (a) 僱員購股權計劃(香港財務報告準則第2號股份付款)

於過往年度，僱員(包括董事)獲授本公司股份之購股權時概不會確認任何金額。倘僱員選擇行使購股權，則只會將應收之購股權行使價計入股本面值及股份溢價。

### 3. Changes in Accounting Policies (Continued)

#### (a) Employee share option scheme (HKFRS 2 Share-Based Payment) (Continued)

With effect from 1 April 2005, in order to comply with HKFRS 2, the Group recognizes the fair value of such share options as an expense in the income statement, or as an asset, if the cost qualifies for recognition as an asset under the Group's accounting policies. A corresponding increase is recognised in a capital reserve within equity.

Where the employees are required to meet vesting conditions before they become entitled to the options, the Group recognises the fair value of the options granted over the vesting period. Otherwise, the Group recognizes the fair value in the period in which the options are granted.

If an employee chooses to exercise options, the related capital reserve is transferred to share capital and share premium, together with the exercise price. If the options lapse unexercised, the related capital reserve is transferred directly to retained earnings.

The new accounting policy has been applied retrospectively with comparative figures restated in accordance with HKFRS 2, except the Group has taken advantage of the transitional provisions set out in paragraph 53 of HKFRS 2 under which the new recognition and measurement policies have not been applied to the following grants of options:

- (a) all options granted to employees on or before 7 November 2002; and
- (b) all options granted to employees after 7 November 2002 but which had vested before 1 April 2005.

No adjustments to the opening balances as at 1 April 2005 are required as options existed at that time had vested before 1 April 2005.

The amount charged to the consolidated income statement as a result of the change of policy increased staff costs for the year ended 31 March 2006 by HK\$2,219,000 (2005: HK\$Nil), with the corresponding amounts credited to employee share-based compensation reserve.

### 3. 會計政策變動 (續)

#### (a) 僱員購股權計劃 (香港財務報告準則第2號股份付款) (續)

自二零零五年四月一日起，為符合香港財務報告準則第2號，本集團將該等購股權之公平值在收益表確認為開支，或倘有關成本符合資格按本集團之會計政策確認為資產，則列作資產。相應增加於權益內資本儲備確認。

倘僱員須符合歸屬條件方可獲授購股權，則本集團將於歸屬期內確認獲授購股權之公平值。否則，本集團會於授出購股權之期間確認其公平值。

倘僱員選擇行使購股權，則相關資本儲備連同行使價將撥入股本及股份溢價內。倘購股權尚未行使而失效，則相關資本儲備將直接撥入保留盈利。

新會計政策已追溯應用，而比較數字已根據香港財務報告準則第2號重列，惟本集團已採用香港財務報告準則第2號第53段所載之過渡條文，據此，本集團並未為以下已授出之購股權應用新確認及計量政策：

- (a) 於二零零二年十一月七日或之前授予僱員之所有購股權；及
- (b) 於二零零二年十一月七日後授予僱員，惟已於二零零五年四月一日前歸屬之所有購股權。

由於當時存在之購股權已於二零零五年四月一日前歸屬，故並無對於二零零五年四月一日之期初結餘作出調整。

截至二零零六年三月三十一日止年度之員工成本因政策變動而自綜合收益表扣除之金額增加2,219,000港元(二零零五年：零港元)，相應金額計入僱員股份付款補償儲備。

3. Changes in Accounting Policies (Continued)

**(b) Amortisation of positive and negative goodwill (HKFRS 3 Business Combinations, HKAS 36 Impairment of Assets and HKAS 38 Intangible Assets)**

With effect from 1 April 2005 in accordance with HKFRS 3, HKASs 36 and 38, the Group no longer amortises positive goodwill. Such goodwill is tested annually for impairment, including in the year of its initial recognition, as well as when there are indications of impairment. Impairment losses are recognised when the carrying amount of the cash generating unit to which the goodwill has been allocated exceeds its recoverable amount.

Also with effect from 1 April 2005 and in accordance with HKFRS 3, if the fair value of the net assets acquired in a business combination exceeds the consideration paid (i.e. an amount arises which would have been known as negative goodwill under the previous accounting policy), the excess is recognised immediately in the income statement as it arises.

The new policy in respect of positive goodwill has been applied prospectively in accordance with the transitional arrangements under HKFRS 3. As a result, comparative amounts have not been restated, the cumulative amount of amortisation as at 1 April 2005 has been offset against the cost of the goodwill and no amortisation charge for goodwill has been recognised in the income statement for the year ended 31 March 2006.

**(c) Minority interest (HKAS 1 Presentation of Financial Statements and HKAS 27 Consolidated and Separate Financial Statements)**

In prior years, minority interests at the balance sheet date were presented in the consolidated balance sheet separately from liabilities and as a deduction from net assets. Minority interests in the results of the Group for the year were also separately presented in the consolidated income statement as a deduction before arriving at the profit/loss attributable to shareholders.

3. 會計政策變動(續)

**(b) 攤銷正及負商譽(香港財務報告準則第3號業務合併、香港會計準則第36號資產減值及香港會計準則第38號無形資產)**

由二零零五年四月一日起，根據香港財務報告準則第3號、香港會計準則第36號及第38號，本集團不再攤銷正商譽。該商譽每年(包括於其首次確認之年度)以及於出現減值跡象時進行減值測試。減值虧損於商譽獲分配之現金產生單位之賬面值超過其可收回金額時確認。

此外，由二零零五年四月一日起，根據香港財務報告準則第3號，倘透過業務合併獲得之資產淨額之公平值超過所支付代價(即所產生之差額根據過往之會計政策稱為負商譽)，差額於產生時即時在收益表內確認。

有關正商譽之新政策已根據香港財務報告準則第3號之過渡安排於往後應用。因此，比較金額並無重列，於二零零五年四月一日之累計攤銷金額已與商譽成本抵銷，而於截至二零零六年三月三十一日止年度之收益表亦無確認商譽攤銷開支。

**(c) 少數股東權益(香港會計準則第1號財務報表之呈列及香港會計準則第27號綜合及獨立財務報表)**

於過往年度，於結算日之少數股東權益乃於綜合資產負債表內與負債獨立呈列，並作為資產淨額之扣減。本集團年內業績之少數股東權益亦於綜合收益表內獨立呈列，作為達致股東應佔溢利/虧損前之扣減。

### 3. *Changes in Accounting Policies (Continued)*

#### (c) **Minority interest (HKAS 1 Presentation of Financial Statements and HKAS 27 Consolidated and Separate Financial Statements)** *(Continued)*

With effect from 1 April 2005, in order to comply with HKAS 1 and HKAS 27, minority interests at the balance sheet date are presented in the consolidated balance sheet within equity, separately from the equity attributable to the equity holders of the Company, and minority interests in the results of the Group for the year are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between the minority interests and the equity holders of the Company.

The presentation of minority interests in the consolidated balance sheet, income statement and statement of changes in equity for the comparative year has been restated accordingly.

### 4. *Critical Accounting Estimates and Judgements*

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will by definition, seldom equal the related actual results. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) **Property, plant and equipment**

The Group assesses annually whether property, plant and equipment have any indication of impairment. The recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations. These calculations require the use of judgements and estimates.

### 3. 會計政策變動 (續)

#### (c) 少數股東權益 (香港會計準則第1號財務報表之呈列及香港會計準則第27號綜合及獨立財務報表) (續)

由二零零五年四月一日起，為符合香港會計準則第1號及香港會計準則第27號，於結算日之少數股東權益乃於綜合資產負債表內權益中呈列，獨立於本公司權益持有人應佔權益，而本集團年內業績之少數股東權益於綜合收益表內列為年內溢利或虧損總額於少數股東及本公司權益持有人間之分配。

於綜合資產負債表、收益表及權益變動表內所呈列比較年度之少數股東權益已相應重列。

### 4. 關鍵會計估計及判斷

估計及判斷會被持續評估，並根據過往經驗及其他因素進行評價，包括在有關情況下相信為合理之對未來事件之預測。

本集團對未來作出估計及假設。所得之會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度之資產及負債賬面值作出重大調整之估計及判斷討論如下。

#### (a) 物業、機器及設備

本集團每年評估物業、機器及設備有否出現任何減值跡象。物業、機器及設備之可收回金額按使用價值計算釐定。計算過程中須作出判斷及估計。

4. Critical Accounting Estimates and Judgements (Continued)

**(b) Write-downs of inventories**

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

**(c) Impairment on trade receivables**

In determining whether any of the trade receivables is impaired, significant judgement is required. In making this judgement, the Group evaluates, among other factors, the duration and extent by all means to which the amount will be recovered.

5. Financial Risk Management

The Group's activities are exposed to the following risks.

**(a) Foreign exchange risk**

Most of the Group's monetary assets and liabilities are denominated in Hong Kong Dollars and Renminbi and the Group conducted its business transactions principally in Hong Kong Dollars and Renminbi. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure if necessary.

**(b) Credit risks**

The Group's credit risk is primarily attributable to trade receivables. The management has a credit policy in place and the exposures to the credit risk is monitored on an ongoing basis.

**(c) Interest rate risk**

As the Group has no significant interest bearing liabilities, the Group's exposure to market risk for changes in interest rates relates primarily to the cash and bank balances and short term time deposits. Floating-rate interest income is charged to the income statement as incurred.

4. 關鍵會計估計及判斷(續)

**(b) 撇減存貨**

存貨乃根據其評估之可變現程度撇減至可變現淨值。倘有任何事情或情況變動顯示可能未能變現結餘，則記錄存貨撇減。識別撇減時須作出判斷及估計。倘預期情況有別於原先估計，則有關差異將對有關估計出現變動之期間存貨賬面值及存貨撇減構成影響。

**(c) 應收貿易款項減值**

於釐定應收貿易款項有否出現任何減值時，需要作出重大判斷。於作出此判斷時，本集團將評估(其中因素包括)以所有方法收回款額之期間及程度。

5. 財務風險管理

本集團之業務涉及下列風險：

**(a) 外匯風險**

本集團大部份貨幣資產及負債以港元及人民幣為單位，而本集團主要以港元及人民幣進行業務交易。本集團目前並無任何外幣對沖政策。然而，管理層監察外匯風險，並將於需要時考慮對沖重大外匯風險。

**(b) 信貸風險**

本集團之信貸風險主要與應收貿易款項有關。管理層設有信貸政策，並持續監察信貸風險。

**(c) 利率風險**

由於本集團並無重大付息負債，故本集團因利率變動承受之市場風險主要與現金及銀行結餘及短期定期存款有關。浮息利息收入於產生時自收益表扣除。

## 5. Financial Risk Management (Continued)

### (d) Liquidity risk

The Group manages its liquidity risk by maintaining sufficient cash from internally generated cashflows.

## 6. Turnover and Revenue

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.

Turnover and revenue consisted of:

## 5. 財務風險管理 (續)

### (d) 流動資金風險

本集團透過維持足夠內部產生現金流量之現金管理其流動資金風險。

## 6. 營業額及收益

營業額指已售貨品之發票值減去折扣及退貨、增值稅及銷售稅，以及來自提供美容及纖體服務之合約收益適當比例減去折扣。

營業額及收益包括：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Turnover	營業額		
— Provision for beauty and slimming services from slimming centers (i)	— 自纖體中心提供美容及纖體服務 (i)	77,600	123,304
— Distribution sales of cosmetic and skin care products	— 分銷銷售化妝及護膚產品	270,175	—
— Sales of other health and beauty products	— 銷售其他保健及美容產品	10,875	18,405
		<b>358,650</b>	141,709
Other revenue	其他收益		
— Interest income	— 利息收入	61	7
— Management fee income	— 管理費收入	407	220
— Others	— 其他	1,307	166
		<b>1,775</b>	393
Total revenue	收益總額	<b>360,425</b>	142,102

(i) During the year 31 March 2006, revenue arising from provision of beauty and slimming services from slimming centers included revenue of approximately HK\$7,758,000 (2005: HK\$Nil) from expired prepaid service packages for services not yet rendered, the contracts of which lapsed after six months from the date of purchase of the service packages. During the year 31 March 2005, the expired prepaid service packages were extended at the Group's discretion, the revenue of which was recognised when the service were rendered.

(i) 於截至二零零六年三月三十一日止年度內，自纖體中心提供美容及纖體服務所產生之收益包括未提供服務之已屆滿預付服務組合（其合約於購買服務組合日期起計六個月後失效）收益約7,758,000港元（二零零五年：零港元）。於截至二零零五年三月三十一日止年度內，已屆滿預付服務組合獲本集團酌情延長，其收益於提供服務時確認。



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7. *Segment Information*

The Group's principal activities comprise the following three business segments:

- provision for beauty and slimming services from slimming centres;
- distribution sales of cosmetic and skin care products;
- sales of other health and beauty products.

7. 分類資料

本集團之主要業務由以下三個業務分類構成：

- 自纖體中心提供美容及纖體服務；
- 分銷銷售化妝及護膚產品；
- 銷售其他保健及美容產品。

7. Segment Information (Continued)

(a) Business segments

		Distribution sales 分銷銷售 HK\$'000 千港元	Service income 服務收入 HK\$'000 千港元	Sales of other health and beauty products 銷售其他保健及美容產品 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Turnover	營業額					
External sales	外部銷售	270,175	77,600	10,875	—	358,650
Inter-segment sales	分類間銷售	—	—	2,540	(2,540)	—
Total revenue	收益總額	270,175	77,600	13,415	(2,540)	358,650
Segment profit/(loss)	分類溢利/(虧損)	4,851	(47,360)	(8,806)		(51,315)
Unallocated costs	未分配成本					(14,994)
Other revenue	其他收益					1,775
Loss from operations	經營虧損					(64,534)
Finance costs	融資成本					(144)
Gain on partial disposal of interest in subsidiaries	出售附屬公司股份權益之收益					6,009
Loss before taxation	除稅前虧損					(58,669)
Taxation	稅項					(2,759)
Loss after taxation	除稅後虧損					(61,428)
Minority interests	少數股東權益					1,527
Loss attributable to equity holders of the Company	本公司權益持有人應佔虧損					(59,901)
Segment assets	分類資產					
— Property, plant and equipment	— 物業、機器及設備	2,790	16,494	194		19,478
— Other assets	— 其他資產	44,213	16,023	8,233		68,469
Unallocated assets	未分配資產					9,040
Total assets	資產總額					96,987
Segment liabilities	分類負債	31,194	23,150	2,377		56,721
Unallocated liabilities	未分配負債					4,579
Total liabilities	負債總額					61,300
Capital expenditure	資本開支					
— Segment capital expenditure	— 分類資本開支	3,613	6,915	6		10,534
— Unallocated capital expenditure	— 未分配資本開支					1,278
						11,812
Depreciation	折舊					
— Segment depreciation	— 分類折舊	862	6,944	289		8,095
— Unallocated depreciation	— 未分配折舊					2,181
						10,276
Amortisation and impairment loss of goodwill	商譽攤銷及減值虧損					
— unallocated	— 未分配					—

7. 分類資料 (續)

(a) 業務分類

Year ended 31 March 2006  
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		Distribution sales 分銷銷售 HK\$'000 千港元	Service income 服務收入 HK\$'000 千港元	Sales of other health and beauty products 銷售其他保健及美容產品 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Turnover	營業額					
External sales	外部銷售	270,175	77,600	10,875	—	358,650
Inter-segment sales	分類間銷售	—	—	2,540	(2,540)	—
Total revenue	收益總額	270,175	77,600	13,415	(2,540)	358,650
Segment profit/(loss)	分類溢利/(虧損)	4,851	(47,360)	(8,806)		(51,315)
Unallocated costs	未分配成本					(14,994)
Other revenue	其他收益					1,775
Loss from operations	經營虧損					(64,534)
Finance costs	融資成本					(144)
Gain on partial disposal of interest in subsidiaries	出售附屬公司股份權益之收益					6,009
Loss before taxation	除稅前虧損					(58,669)
Taxation	稅項					(2,759)
Loss after taxation	除稅後虧損					(61,428)
Minority interests	少數股東權益					1,527
Loss attributable to equity holders of the Company	本公司權益持有人應佔虧損					(59,901)
Segment assets	分類資產					
— Property, plant and equipment	— 物業、機器及設備	2,790	16,494	194		19,478
— Other assets	— 其他資產	44,213	16,023	8,233		68,469
Unallocated assets	未分配資產					9,040
Total assets	資產總額					96,987
Segment liabilities	分類負債	31,194	23,150	2,377		56,721
Unallocated liabilities	未分配負債					4,579
Total liabilities	負債總額					61,300
Capital expenditure	資本開支					
— Segment capital expenditure	— 分類資本開支	3,613	6,915	6		10,534
— Unallocated capital expenditure	— 未分配資本開支					1,278
						11,812
Depreciation	折舊					
— Segment depreciation	— 分類折舊	862	6,944	289		8,095
— Unallocated depreciation	— 未分配折舊					2,181
						10,276
Amortisation and impairment loss of goodwill	商譽攤銷及減值虧損					
— unallocated	— 未分配					—

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7. Segment Information (Continued)

(a) Business segments (Continued)

		Distribution sales 分銷銷售 HK\$'000 千港元	Service income 服務收入 HK\$'000 千港元	Sales of other health and beauty products 銷售其他保健及美容產品 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Turnover	營業額					
External sales	外部銷售	—	123,304	18,405	—	141,709
Inter-segment sales	分類間銷售	—	—	2,730	(2,730)	—
Total revenue	收益總額	—	123,304	21,135	(2,730)	141,709
Segment profit	分類溢利	—	25,288	1,542		26,830
Unallocated costs	未分配成本					(8,677)
Other revenue	其他收益					393
Profit from operations	經營溢利					18,546
Finance costs	融資成本					(2)
Gain on partial disposal of interest in subsidiaries	出售附屬公司部份權益之收益					16,010
Profit before taxation	除稅前溢利					34,554
Taxation	稅項					(3,484)
Profit after taxation	除稅後溢利					31,070
Minority interests	少數股東權益					53
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利					31,123
Segment assets	分類資產					
— Property, plant and equipment	— 物業、機器及設備	—	16,514	477		16,991
— Other assets	— 其他資產	—	32,543	12,941		45,484
Unallocated assets	未分配資產					50,363
Total assets	資產總額					112,838
Segment liabilities	分類負債	—	16,686	2,570		19,256
Unallocated liabilities	未分配負債					2,223
Total liabilities	負債總額					21,479
Capital expenditure	資本開支					
— Segment capital expenditure	— 分類資本開支	—	14,537	25		14,562
— Unallocated capital expenditure	— 未分配資本開支					425
						14,987
Depreciation	折舊					
— Segment depreciation	— 分類折舊	—	5,951	513		6,464
— Unallocated depreciation	— 未分配折舊					619
						7,083
Amortisation and impairment loss of goodwill	商譽攤銷及減值虧損					
— unallocated	— 未分配					460

7. 分類資料 (續)

(a) 業務分類 (續)

Year ended 31 March 2005  
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7. *Segment Information (Continued)*

**(b) Geographical segments**

The following tables present revenue, results and certain assets, liabilities and expenditure information for the Group's geographical segments.

7. 分類資料 (續)

**(b) 地域分類**

下表呈列本集團根據地域分類之收益、業績以及若干資產、負債及支出資料。

		Year ended 31 March 2006 截至二零零六年三月三十一日止年度		
		Mainland		
		China 中國大陸	Hong Kong 香港	Group 本集團
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue Turnover	分類收益 營業額	284,607	74,043	358,650
Segment profit/(loss)	分類溢利/(虧損)	569	(51,884)	(51,315)
Segment assets	分類資產	58,655	38,332	96,987
Capital expenditure	資本開支	9,172	2,640	11,812

		Year ended 31 March 2005 截至二零零五年三月三十一日止年度		
		Mainland		
		China 中國大陸	Hong Kong 香港	Group 本集團
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue Turnover	分類收益 營業額	3,259	138,450	141,709
Segment profit/(loss)	分類溢利/(虧損)	(154)	26,984	26,830
Segment assets	分類資產	3,785	109,053	112,838
Capital expenditure	資本開支	6,701	8,286	14,987

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8. (Loss)/Profit Before Taxation

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

8. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已計入及扣除下列各項：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>Crediting</b>	<b>計入</b>		
Interest income	利息收入	61	7
Gain on partial disposal of interest in subsidiaries	出售附屬公司股份權益之收益	6,009	16,010
Management fee income	管理費收入	407	220
<b>Charging</b>	<b>扣除</b>		
Amortisation and impairment loss of goodwill	商譽攤銷及減值虧損	—	460
Auditors' remuneration	核數師酬金	750	684
Cost of sales (i)	銷售成本(i)	276,363	18,081
Depreciation	折舊	10,276	7,083
Impairment on due from a minority shareholder	應收一名少數股東款項之減值	3,000	—
Impairment on trade receivables	應收貿易款項之減值	128	—
Interest on due to a director	應付一名董事款項之利息	144	—
Interest on obligation under finance lease	融資租賃承擔之利息	—	2
Operating lease rentals	經營租賃租金		
— Land and buildings	— 土地及樓宇	11,586	8,282
Staff costs (excluding directors' emoluments)	職員成本(不包括董事酬金)		
— Basic salaries and allowances	— 基本薪金及津貼	41,435	33,899
— Employees share option costs	— 僱員購股權成本	2,219	—
— Other benefits	— 其他福利	149	—
— Pension scheme contribution	— 退休金計劃供款	1,540	1,533
Write-down on inventories	撇減存貨	643	—

Note:

(i) Cost of sales includes depreciation of machinery of approximately HK\$1,319,000 (2005: HK\$1,066,000).

附註：

(i) 銷售成本包括機器折舊約為1,319,000港元(二零零五年：1,066,000港元)。

9. Directors' and Senior Executives' Emoluments

- (a) Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

9. 董事及高級行政人員之酬金

- (a) 根據香港公司條例第161條而作出披露之董事酬金如下：

		2006 二零零六年				
		Fees 袍金 HK\$'000 千港元	Basic salaries, allowances and benefits-in-kind 基本薪金、 津貼及 實物利益 HK\$'000 千港元	Share option benefits 購股權利益 HK\$'000 千港元	Retirement scheme contributions 退休計劃供款 HK\$'000 千港元	Total 合共 HK\$'000 千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Dr. Cheung Yuk Shan, Shirley	張玉珊博士	—	3,420	—	12	3,432
Mr. Cheung Ka Heng, Frankie	張嘉恒先生	—	600	—	12	612
Dr. Cheng Shing Lung, Edwin	鄭承隆博士	—	981	—	13	994
Mr. Ho, Francis Man Kwong	何孟剛先生	—	780	—	6	786
Mr. Lee Man Kwong	李文光先生	—	30	—	—	30
		—	5,811	—	43	5,854
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Mr. Hong Po Kui, Martin	康寶駒先生	40	—	—	—	40
Mr. Li Kuo Hsing	李國興先生	40	—	—	—	40
Mr. Ho Yiu Ming	何耀明先生	120	—	—	—	120
		200	—	—	—	200
<b>Total</b>	<b>合計</b>	<b>200</b>	<b>5,811</b>	<b>—</b>	<b>43</b>	<b>6,054</b>

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9. Directors' and Senior Executives' Emoluments (Continued)

(a) (Continued)

		2005 二零零五年				
		Basic salaries, allowances and benefits-in-kind 基本薪金、津貼及實物利益	Share option benefits 購股權利益	Retirement scheme contributions 退休計劃供款	Total 合共	
		Fees 袍金				
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Executive directors:</b>	<b>執行董事：</b>					
Dr. Cheung Yuk Shan, Shirley	張玉珊博士	—	3,200	—	3,212	
Mr. Cheung Ka Heng, Frankie	張嘉恒先生	—	650	—	662	
Dr. Cheng Shing Lung, Edwin	鄭承隆博士	—	308	—	308	
Mr. Ho, Francis Man Kwong	何孟剛先生	—	785	—	797	
		—	4,943	—	4,979	
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Mr. Ho Yiu Ming	何耀明先生	100	—	—	100	
Mr. Hong Po Kui, Martin	康寶駒先生	67	—	—	67	
Mr. Li Kuo Hsing	李國興先生	67	—	—	67	
Mr. To Kon Hung, Terence	杜幹雄先生	58	—	—	58	
Dr. Cheng Shing Lung, Edwin (re-designated to executive director on 14/3/2005)	鄭承隆博士 (於二零零五年三月十四日調職為執行董事)	10	—	—	10	
		302	—	—	302	
<b>Total</b>	<b>合計</b>	302	4,943	—	5,281	

9. 董事及高級行政人員之酬金 (續)

(a) (續)

9. Directors' and Senior Executives' Emoluments (Continued)

(a) (Continued)

Apart from the above, certain directors were granted options to subscribe for shares in the Company. The details of the share options granted and outstanding in respect of each director during the years 31 March 2006 and 2005 are disclosed in note 25 to the financial statements.

During the years 31 March 2006 and 2005, no amounts were paid or payable to the directors as an inducement to join the Group or as a compensation for loss of office and no director waived any emoluments.

The number of directors whose remuneration falls within the following bands:

9. 董事及高級行政人員之酬金 (續)

(a) (續)

除上述者外，若干董事獲授可認購本公司股份之購股權。於截至二零零六年及二零零五年三月三十一日止年度內各董事獲授及尚未行使購股權之詳情載於財務報表附註25。

於截至二零零六年及二零零五年三月三十一日止年度內，並無已付或應付董事之金額，作為吸入彼等加盟本集團之酬金或離職補償，亦無董事放棄任何酬金。

以下為酬金歸入下列等級之董事數目：

		2006 二零零六年	2005 二零零五年
Executive directors	執行董事		
— HK\$Nil to HK\$1,000,000	— 零港元至1,000,000港元	4	3
— HK\$3,000,001 to HK\$3,500,000	— 3,000,001港元至 3,500,000港元	1	1
Independent Non-executive directors	獨立非執行董事		
— HK\$Nil to HK\$1,000,000	— 零港元至1,000,000港元	3	5
		<b>8</b>	<b>9</b>



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9. Directors' and Senior Executives' Emoluments (Continued)

(b) The five highest paid employees during the year included four directors (2005: three), details of whose emoluments are disclosed in note 9(a) above. The aggregate of the emoluments in respect of the remaining one (2005: two) individual(s) are as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	826	652
Retirement scheme contributions	退休計劃供款	6	24
Share option benefits	購股權利益	—	—
		<b>832</b>	<b>676</b>

The emoluments of the one (2005: two) individual(s) are within the following band:

		2006 二零零六年	2005 二零零五年
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	<b>1</b>	<b>2</b>

9. 董事及高級行政人員之酬金(續)

(b) 年內五名最高薪僱員包括四名(二零零五年:三名)董事,其酬金詳情載於上文附註9(a)。餘下一名(二零零五年:兩名)人士之酬金總額如下:

一名(二零零五年:兩名)人士之酬金歸入下列等級:

10. Taxation

No Hong Kong profits tax has been provided for the year as the Group did not have any assessable profit for the year (2005: 17.5%). PRC income tax has been provided at the rate of 33% (2005: Nil) on the assessable profit of certain subsidiaries.

The details of the taxation charge are as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	—	4,072
PRC income tax	中國所得稅	2,759	—
Deferred taxation (note 23)	遞延稅項(附註23)	—	(588)
		<b>2,759</b>	<b>3,484</b>

10. 稅項

由於本集團年內並無任何應課稅溢利,故年內並無就香港利得稅作出撥備(二零零五年:17.5%)。中國所得稅乃按若干附屬公司之應課稅溢利以33%之稅率作出撥備(二零零五年:無)。

繳納稅項之詳情如下:

## 10. Taxation (Continued)

A numerical reconciliation between tax expenses and the product of accounting (loss)/profit multiplied by the applicable tax rates is as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
(Loss)/Profit before taxation	除稅前(虧損)/溢利	<b>(58,669)</b>	34,554
Notional tax on (loss)/profit before taxation, calculated at the rates applicable to (loss)/profit in the tax jurisdictions concerned	除稅前(虧損)/溢利之名義稅項，乃按適用於有關稅項司法權區內(虧損)/溢利之稅率計算	<b>(10,251)</b>	3,481
Tax effect of non-taxable income	非應課稅收入之稅務影響	—	(22)
Tax effect of non-deductible expenses	非可扣除開支之稅務影響	<b>863</b>	25
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響	<b>9,621</b>	—
Tax effect on unrecognised timing differences	未確認時間差異之稅務影響	<b>2,532</b>	—
Tax effect of utilization of previously unrecognised tax losses	動用過往未確認稅項虧損之稅務影響	<b>(6)</b>	—
		<b>2,759</b>	3,484

## 10. 稅項(續)

稅項開支與會計(虧損)/溢利乘以適用稅率之數值對賬如下：

## 11. (Loss)/Profit Attributable to Equity Holders of the Company

The consolidated (loss)/profit attributable to equity holders of the Company for the year ended 31 March 2006 included a loss of HK\$1,092,000 (2005: HK\$232,000) which has been dealt with in the financial statements of the Company.

## 12. Dividends

## 11. 本公司權益持有人應佔(虧損)/溢利

截至二零零六年三月三十一日止年度，本公司權益持有人應佔綜合(虧損)/溢利包括已計入本公司財務報表之虧損1,092,000港元(二零零五年：232,000港元)。

## 12. 股息

		Notes 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
2005 interim dividend paid of 0.8 Hong Kong cents per share	派付二零零五年中期股息每股0.8港仙	(i)	—	5,255
2005 final dividend proposed after the balance sheet date of 1.1 Hong Kong cents per share	於結算日後建議派發二零零五年末期股息每股1.1港仙	(ii)	—	7,226
			—	12,481

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### 12. Dividends (Continued)

The Board of Directors do not recommend the payment of any dividend for the year ended 31 March 2006.

- (i) Pursuant to a resolution passed at the Board of Directors on 8 November 2004, an interim dividend of 0.8 Hong Kong cents per share was paid by the Company to its shareholders.
- (ii) At the meeting on 23 June 2005, the Board of Directors proposed a final dividend in respect of 31 March 2005 of 1.1 Hong Kong cents per share. The final dividend was not included in the financial statements for the year ended 31 March 2005 and was accounted for in retained profits attributable to the equity holders of the Company for the year ended 31 March 2006.

### 13. (Loss)/Earnings Per Share

The calculation of basic (loss)/earnings per share for the year ended 31 March 2006 is based on the loss attributable to equity holders of the Company of approximately HK\$59,901,000 (2005: profit of HK\$31,123,000) and on the weighted average number of approximately 657,557,000 (2005: 603,093,000) ordinary shares in issue during the year.

The calculation of diluted (loss)/earnings per share for the year ended 31 March 2006 is based on the loss attributable to equity holders of the Company of approximately HK\$59,901,000 (2005: profit of HK\$31,123,000) and on 657,626,000 (2005: 659,287,000) shares, being the weighted average number of ordinary shares outstanding during the year adjusted for the effects of the share options during the year.

### 12. 股息 (續)

董事會並不建議派付截至二零零六年三月三十一日止年度之任何股息。

- (i) 根據董事會於二零零四年十一月八日通過之決議案，本公司向其股東派發每股0.8港仙之中期股息。
- (ii) 於二零零五年六月二十三日舉行之會議上，董事會建議就二零零五年三月三十一日派發末期股息每股1.1港仙。末期股息並無計入截至二零零五年三月三十一日止年度之財務報表，而列於截至二零零六年三月三十一日止年度本公司權益持有人應佔保留盈利。

### 13. 每股 (虧損) / 盈利

截至二零零六年三月三十一日止年度之每股基本 (虧損) / 盈利，乃按本公司權益持有人應佔虧損約為59,901,000港元 (二零零五年：溢利31,123,000港元) 及於年內已發行之普通股加權平均數約657,557,000 (二零零五年：603,093,000) 股計算。

截至二零零六年三月三十一日止年度之每股攤薄 (虧損) / 盈利，乃按本公司權益持有人應佔虧損約為59,901,000港元 (二零零五年：溢利31,123,000港元) 及於年內就購股權之影響作出調整之年內已發行普通股加權平均數657,626,000 (二零零五年：659,287,000) 股計算。

## 14. Goodwill

## 14. 商譽

## The Group

## 本集團

HK\$'000  
千港元

Cost	成本	
At 1 April 2004	於二零零四年四月一日	712
Acquisition of additional interests in a subsidiary	收購一間附屬公司之額外權益	161
At 31 March 2005	於二零零五年三月三十一日	873
At 1 April 2005	於二零零五年四月一日	873
Acquisition of a subsidiary (Note 28)	收購一間附屬公司(附註28)	37
At 31 March 2006	於二零零六年三月三十一日	910
<b>Accumulated amortisation and impairment loss</b>	<b>累計攤銷及減值虧損</b>	
At 1 April 2004	於二零零四年四月一日	273
Amortisation for the year	年內攤銷	20
Impairment loss for the year	年內減值虧損	440
At 31 March 2005	於二零零五年三月三十一日	733
At 1 April 2005 and 31 March 2006	於二零零五年四月一日及二零零六年三月三十一日	733
<b>Net book value</b>	<b>賬面淨值</b>	
At 31 March 2006	於二零零六年三月三十一日	177
At 31 March 2005	於二零零五年三月三十一日	140

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15. Property, Plant and Equipment

The Group

15. 物業、機器及設備

本集團

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixture 傢俬及 固定裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合共 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>						
At 1/4/2004	於二零零四年四月一日	10,921	4,302	1,756	1,349	2,186	20,514
Additions	增添	8,167	4,522	1,305	568	425	14,987
At 31/3/2005	於二零零五年 三月三十一日	19,088	8,824	3,061	1,917	2,611	35,501
At 1/4/2005	於二零零五年四月一日	19,088	8,824	3,061	1,917	2,611	35,501
Exchange differences	滙兌差額	20	—	7	—	—	27
Additions	增添	5,184	2,161	1,077	210	3,180	11,812
Acquisition of a subsidiary	收購一間附屬公司	—	—	—	—	49	49
At 31/3/2006	於二零零六年 三月三十一日	24,292	10,985	4,145	2,127	5,840	47,389
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1/4/2004	於二零零四年四月一日	4,406	1,177	545	446	409	6,983
Charge for the year	本年撥備	4,488	1,084	473	308	730	7,083
At 31/3/2005	於二零零五年 三月三十一日	8,894	2,261	1,018	754	1,139	14,066
At 1/4/2005	於二零零五年四月一日	8,894	2,261	1,018	754	1,139	14,066
Exchange differences	滙兌差額	15	2	3	—	8	28
Charge for the year	本年撥備	5,842	1,778	827	409	1,420	10,276
At 31/3/2006	於二零零六年 三月三十一日	14,751	4,041	1,848	1,163	2,567	24,370
<b>Net book value</b>	<b>賬面淨值</b>						
At 31/3/2006	於二零零六年 三月三十一日	9,541	6,944	2,297	964	3,273	23,019
At 31/3/2005	於二零零五年 三月三十一日	10,194	6,563	2,043	1,163	1,472	21,435

16. Investment in Subsidiaries

16. 於附屬公司之投資

The Company

本公司

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Unlisted shares, at cost	非上市股票，按成本	3,663	3,661
Due from subsidiaries	應收附屬公司款項	31,616	25,247
Due to subsidiaries	應付附屬公司款項	(2,338)	(1,263)
		<b>32,941</b>	27,645

The balances due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

應收／(應付)附屬公司款額結餘為無抵押、免息及須按要求償還。

Details of the principal subsidiaries as at 31 March 2006 are as follows:

於二零零六年三月三十一日之主要附屬公司之詳情如下：

Name 名稱	Place of incorporation and principal operations 註冊成立及主要營運地點	Issued and fully paid share capital/ registered capital 已發行繳足股本/ 註冊資本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sau San Tong Holdings Inc.	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	100%	—	Investment holding 投資控股
Sau San Tong China Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Smartime International Investment Limited 俊時國際投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Sau San Tong China Development Limited	British Virgin Islands 英屬處女群島	US\$10 10美元	100%	—	Investment holding 投資控股
Sau San Tong China Investment Limited (Formerly known as Dragon Gate Holdings Limited) (前稱為Dragon Gate Holdings Limited)	British Virgin Islands 英屬處女群島	US\$100 100美元	100%	—	Investment holding 投資控股
Wise Fortune Holdings Corp.	British Virgin Islands 英屬處女群島	US\$100 100美元	100%	—	Investment holding 投資控股

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16. Investment in Subsidiaries (Continued)

16. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation and principal operations 註冊成立及 主要營運地點	Issued and fully paid share capital/ registered capital 已發行繳足股本/ 註冊資本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Brilliant Concept Co. Ltd.	British Virgin Islands 英屬處女群島	US\$1 1美元	—	100%	Investment holding 投資控股
Bright Rainbow Investments Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	—	51%	Investment holding 投資控股
Sau San Tong Beauty Figure Limited 修身堂有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100%	Sales of health and beauty products 銷售保健及美容產品
Sau San Tong Healthy Trim Institute Limited 修身堂健康纖體中心有限公司	Hong Kong 香港	HK\$18,750 18,750港元	—	100%	Operation of a slimming centre 經營纖體中心
Sau San Tong Healthy Trim Institute (TST) Limited 修身堂健康纖體服務中心 (尖沙咀)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100%	Operation of a slimming centre 經營纖體中心
Sau San Tong Healthy Trim Institute (Causeway Bay) Limited 修身堂健康纖體服務中心 (銅鑼灣)有限公司	Hong Kong 香港	HK\$100 100港元	—	100%	Operation of a slimming centre 經營纖體中心
Sau San Tong Healthy Trim Institute (Shatin) Limited 修身堂健康纖體服務中心 (沙田)有限公司	Hong Kong 香港	HK\$100 100港元	—	100%	Operation of a slimming centre 經營纖體中心
Sau San Tong Management Limited 修身堂管理有限公司	Hong Kong 香港	HK\$100 100港元	—	100%	Provision of management services 提供管理服務
Sau San Tong Health Food Limited 修身堂健康食品有限公司	Hong Kong 香港	HK\$100 100港元	—	100%	Sales of health products 銷售保健產品
SST Advertising Agency Limited 盛世廣告代理有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100%	Provision of advertising agency services 提供廣告代理服務

## 16. Investment in Subsidiaries (Continued)

## 16. 於附屬公司之投資(續)

Name 名稱	Place of incorporation and principal operations 註冊成立及 主要營運地點	Issued and fully paid share capital/ registered capital 已發行繳足股本/ 註冊資本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sau San Tong (Shanghai) Limited	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	—	50%	Investment holding 投資控股
Sau San Tong Healthy Trim Institute (Shenzhen) Limited (Formerly known as Bright Base Holdings Limited) (前稱為Bright Base Holdings Limited)	British Virgin Islands 英屬處女群島	US\$100 100美元	—	51%	Investment holding 投資控股
Sau San Tong (Guangzhou) Investments Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	—	51%	Investment holding 投資控股
Sau San Tong (Shanghai) Development Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	—	50%	Investment holding 投資控股
Sau San Tong Healthy Trim Institute (Hangzhou) Limited (Formerly known as Goldtime Enterprises Corp.) (前稱為Goldtime Enterprises Corp.)	British Virgin Islands 英屬處女群島	US\$100 100美元	—	51%	Investment holding 投資控股
上海一定得美容有限公司 (Note (i)) (附註(i))	Mainland China 中國內地	RMB1,241,519 人民幣1,241,519元	—	95%	Operation of slimming centres 經營纖體中心
上海東紡日化銷售有限公司 (Note (ii)) (附註(ii))	Mainland China 中國內地	RMB10,265,141 人民幣10,265,141元	—	51%	Distribution sales of cosmetic and skin care products 分銷銷售化妝及 護膚產品
一定得健身服務(深圳)有限公司 (Note (iii)) (附註(iii))	Mainland China 中國內地	RMB1,816,448 人民幣1,816,448元	—	100%	Operation of a slimming centre 經營纖體中心



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16. Investment in Subsidiaries (Continued)

- (i) 上海一定得美容有限公司 is a Sino-foreign equity joint venture company established in mainland China for a period of 20 years commencing from 17 May 2004.
- (ii) 上海東紡日化銷售有限公司 is a Sino-foreign equity joint venture company established in mainland China for a period of 10 years commencing from 4 July 2005.
- (iii) 一定得健身服務(深圳)有限公司 is a wholly foreign owned enterprise established in mainland China for a period of 30 years commencing from 25 August 2005.

17. Inventories

The Group

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Consumables	消耗品	98	142
Finished goods	製成品	10,703	643
		<b>10,801</b>	785
Less: Write-down on inventories	減：撇減存貨	<b>(643)</b>	—
		<b>10,158</b>	785

18. Due from/(to) Minority Shareholders

The balances are unsecured, interest-free and repayable on demand.

16. 於附屬公司之投資(續)

- (i) 上海一定得美容有限公司為一間於中國內地於二零零四年五月十七日成立之中外合資經營企業，可經營年期為二十年。
- (ii) 上海東紡日化銷售有限公司為一間於中國內地於二零零五年七月四日成立之中外合資經營企業，可經營年期為十年。
- (iii) 一定得健身服務(深圳)有限公司為一間於中國內地於二零零五年八月二十五日成立之外商獨資企業，可經營年期為三十年。

17. 存貨

本集團

18. 應收／(應付)少數股東款項

該等款項結餘為無抵押、免息及須按要求償還。

### 19. Trade Receivables

Credit periods given to customers ranged from 30 to 90 days. The aging analysis of trade receivables, based on invoice date, is as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)
0 to 30 days	0至30日	23,881	2,772
31 to 60 days	31至60日	360	215
61 to 90 days	61至90日	1,017	1,708
		<b>25,258</b>	4,695
Represented by:	即：		
Gross amount	總額	25,386	4,695
Less: Impairment losses	減：減值虧損	(128)	—
		<b>25,258</b>	4,695

### 20. Cash and Bank Balances

As at 31 March 2006, the Group's cash and bank balances of approximately of HK\$12,288,000 (2005: HK\$1,959,000) were denominated in Renminbi, a currency which is not freely convertible into other currencies.

### 21. Due to a Director

The amount due to a director of the Company, Dr. Cheung Yuk Shan, Shirley, is unsecured, bearing interest at 5% per annum and repayable on demand. The interest expenses of approximately HK\$144,000 was paid to the director for the year ended 31 March 2006 (2005: HK\$Nil).

### 19. 應收貿易款項

一般給予顧客之信貸期介乎30至90日之間。根據發票日期之應收貿易款項之賬齡分析如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)
0 to 30 days	0至30日	23,881	2,772
31 to 60 days	31至60日	360	215
61 to 90 days	61至90日	1,017	1,708
		<b>25,258</b>	4,695
Represented by:	即：		
Gross amount	總額	25,386	4,695
Less: Impairment losses	減：減值虧損	(128)	—
		<b>25,258</b>	4,695

### 20. 現金及銀行結餘

於二零零六年三月三十一日，本集團之現金及銀行結餘其中約12,288,000港元(二零零五年：1,959,000港元)以人民幣計算，而人民幣不能自由兌換為其他貨幣。

### 21. 應付一名董事款項

應付一名董事(張玉珊博士)款項為無抵押、以年利率五厘計息及須按要求償還。截至二零零六年三月三十一日止年度，已向該董事支付利息開支約144,000港元(二零零五年：零港元)。

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22. Trade Payables

Credit periods given by suppliers ranged from 0 to 30 days. The aging analysis of trade payables, based on invoice date, is as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元 (Restated) (重列)
0 to 30 days	0至30日	15,534	2,570
31 to 60 days	31至60日	—	—
61 to 90 days	61至90日	—	—
91 to 120 days	91至120日	—	143
		<b>15,534</b>	<b>2,713</b>

22. 應付貿易款項

供應商給予之信貸期介乎0至30日之間。根據發票日期之應付貿易款項之賬齡分析如下：

23. Deferred Taxation

(a) The movements in deferred tax assets and liabilities recognised during the year are as follows:

The Group

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 合共 HK\$'000 千港元
At 1 April 2004	於二零零四年四月一日	(448)	226	(222)
Credited/(charged) to consolidated income statement (note 10)	於綜合收益表中計入/ (扣除) (附註10)	631	(43)	588
At 31 March 2005 and at 1 April 2005	於二零零五年三月三十一日 及二零零五年四月一日	183	183	366
Credited/(charged) to consolidated income statement (note 10)	於綜合收益表中計入/ (扣除) (附註10)	—	—	—
At 31 March 2006	於二零零六年三月三十一日	183	183	366

23. 遞延稅項

(a) 年內遞延稅項資產及負債之變動如下：

本集團

23. *Deferred Taxation (Continued)*

(a) (Continued):

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes related to the same legal entity. The deferred tax assets/(liabilities) recognised in the consolidated balance sheet as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	366	366
Deferred tax liabilities	遞延稅項負債	—	—
		<b>366</b>	<b>366</b>

(b) Deferred tax assets not recognized

At 31 March 2006, the Group had the unrecognised deferred tax assets of approximately HK\$12,153,000 (2005: HK\$Nil) in respect of the tax losses and other temporary differences. As it is not probable that taxable profits will be available against which the deductible temporary differences and the unused taxes of the Group can be utilised, deferred tax assets have not been recognised in respect of these losses and other temporary differences. Tax losses are available indefinitely for offsetting future taxable profits of the companies in which the losses arose.

23. 遞延稅項 (續)

(a) (續) :

若擁有可執行之法律權力以當期稅項負債中抵銷當期稅項資產，及有關遞延所得稅與同一法律實體有關，則遞延稅項資產與負債予以抵銷。於綜合資產負債表中確認之遞延稅項資產／(負債)如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	366	366
Deferred tax liabilities	遞延稅項負債	—	—
		<b>366</b>	<b>366</b>

(b) 未確認遞延稅項資產

於二零零六年三月三十一日，本集團有關稅項虧損及其他暫時差額之未確認遞延稅項資產約為12,153,000港元(二零零五年：零港元)。由於不可能有應課稅溢利可動用本集團之可扣減暫時差額及未動用稅項予以抵銷，故並無就該等虧損及其他暫時差額確認遞延稅項資產。稅項虧損可無限期用以抵銷出現虧損之公司之日後應課稅溢利。

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24. Share Capital

The following is a summary of movements in the authorised and issued share capital of the Company:

24. 股本

以下乃本公司之法定及已發行股本之變動概要：

	Notes 附註	2006 二零零六年		2005 二零零五年	
		No. of shares '000 千股	Amount 金額 HK\$'000 千港元	No. of shares '000 千股	Amount 金額 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 each	法定： 每股面值0.01港元 之普通股	1,500,000	15,000	1,500,000	15,000
Issued and fully paid: Ordinary shares of HK\$0.01 each	已發行及繳足： 每股面值0.01港元 之普通股				
At 1 April	於四月一日	656,900	6,569	537,000	5,370
Exercises of share options	行使購股權 (i)	—	—	119,900	1,199
Placing of new shares	配售新股 (ii)	10,000	100	—	—
At 31 March	於三月三十一日	666,900	6,669	656,900	6,569

(i) During the year, no ordinary shares (2005: 119,900,000 ordinary shares) were issued pursuant to the Share Option Scheme of the Company (see Note 25).

(ii) On 27 February 2006, the Company entered into a placing agreement for the placing of 10,000,000 ordinary shares of the Company of HK\$0.4 each with the proceeds of approximately HK\$4,000,000 before expenses. Details of the share placing was set out in the Company's announcement dated 28 February 2006.

(i) 年內，本公司並無根據本公司之購股權計劃（見附註25）發行任何普通股（二零零五年：119,900,000股普通股）。

(ii) 於二零零六年二月二十七日，本公司訂立配售協議，按每股0.4港元配售本公司10,000,000股普通股，所得款項約為4,000,000港元（扣除費用前）。股份配售之詳情載於本公司於二零零六年二月二十八日刊發之公佈內。

## 25. Share Options

The Company has adopted a Pre-IPO Share Option Scheme (the "Pre-IPO Share Option Scheme") and a Share Option Scheme (the "Share Option Scheme") on 4 November 2003.

### (i) Pre-IPO Share Option Scheme

Pursuant to the Pre-IPO Share Option Scheme, the Company had granted pre-IPO share options to two executive directors in recognition of their contribution to the growth of the Group and/or the listing of the shares of the Company on GEM. Each of the grantees had paid HK\$1 to the Company by way of consideration of the grant.

Details of the options, which have been granted under the Pre-IPO Share Option Scheme, are listed below:

## 25. 購股權

本公司於二零零三年十一月四日採納一項首次公開招股前購股權計劃（「首次公開招股前購股權計劃」）及購股權計劃（「購股權計劃」）。

### (i) 首次公開招股前購股權計劃

根據首次公開招股前購股權計劃，本公司已向兩名執行董事批授首次公開招股前之購股權，藉此肯定彼等對本集團發展及／或本公司股份於創業板上市之貢獻。各承授人向本公司支付1港元作為批授之代價。

根據首次公開招股前購股權計劃批授之購股權詳情載列如下：

Director 董事	Date of grant 授予日期	Exercise price 每股股份 行使價	Number of options 購股權數目			
			At 1 April 2004 於二零零四年 四月一日	Exercised during the year 年內行使	At 31 March 2005 於二零零五年 三月三十一日	Exercisable period 行使期
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	10 November 2003 二零零三年 十一月十日	HK\$0.10 0.10港元	79,200,000	79,200,000	—	19 May 2004 — 18 November 2008 二零零四年五月十九日至 二零零八年十一月十八日
Mr. Cheung Ka Heng, Frankie 張嘉恒先生	10 November 2003 二零零三年 十一月十日	HK\$0.10 0.10港元	26,400,000	26,400,000	—	19 May 2004 — 18 November 2008 二零零四年五月十九日至 二零零八年十一月十八日
			105,600,000	105,600,000	—	

25. Share Options (Continued)

**(ii) Share Option Scheme**

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries. Eligible participants of the Share Option Scheme include full-time or part-time employees, executives or officers (including executive, non-executive directors and independent non-executive directors) of the Company and/or any of its subsidiaries and any suppliers, consultants, agents or advisers who, in the sole opinion of the Board, have contributed to the Company and/or such subsidiaries.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant in excess of 1% of the number of shares in issue as at the date of grant, are subject to the Company issuing a circular and the approval from the Company's shareholders in a general meeting.

25. 購股權 (續)

**(ii) 購股權計劃**

購股權計劃旨在讓本公司向合資格參與人授予購股權，作為彼等對本公司及／或其任何附屬公司帶來貢獻或潛在貢獻之鼓勵或獎勵。購股權計劃之合資格參與人包括本公司及／或其任何附屬公司之全職或兼職僱員、行政人員或高級職員（包括執行、非執行董事及獨立非執行董事），以及董事會獨立認為對本公司及／或該等附屬公司作出貢獻之任何供應商、顧問、代理人或提供意見之人士。

根據購股權計劃及本公司不時之其他購股權計劃授出但未行使之所有未獲行使購股權獲行使時可能發行之股份最高數目，不得超過本公司不時已發行股份之30%。

已發行股份及根據購股權計劃及本公司任何其他購股權計劃向各合資格參與人授出購股權（包括已行使、已註銷及未獲行使之購股權）獲行使後可能發行之股份總數，倘於截至批授日期止任何十二個月期間超過批授日期已發行股份之1%，則本公司須就此發出通函並取得本公司股東於股東大會上批准。

## 25. Share Options (Continued)

### (ii) Share Option Scheme (Continued)

The exercise price for a share in respect of any particular option granted under the Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (a) the official closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a share.

The period during which an option may be exercised will be determined by the Board as its absolute discretion, save that no option may be exercised more than five years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme.

## 25. 購股權 (續)

### (ii) 購股權計劃 (續)

根據購股權計劃批授之任何特定購股權，其認購股份之行使價（須在行使購股權時繳付）應由董事會全權決定，惟該價格不得低於(a)股份於批授日期（必須為營業日）在聯交所日報表所報之正式收市價；(b)股份於緊接批授日期前五個營業日聯交所日報表所報之平均收市價；及(c)股份面值（以最高者為準）。

購股權之行使期由董事會全權決定，惟購股權授出超過五年後不得行使。自購股權計劃批准日期起計超過十年後不得批授購股權。



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25. Share Options (Continued)

(ii) Share Option Scheme (Continued)

Details of the options, which have been granted under the Share Option Scheme, are listed below:

25. 購股權 (續)

(ii) 購股權計劃 (續)

根據購股權計劃批授之購股權詳情載列如下：

	Date of grant 授予日期	Exercisable period 行使期	Subscription price per share 每股份認購價 HK\$ 港元	At 1 April 2004 於二零零四年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ lapsed during the year 年內註銷/ 失效	At 31 March 2005 於二零零五年 三月三十一日
Director 董事								
— Dr. Cheung Yuk Shan, Shirley — 張玉珊博士	10 September 2004 二零零四年 九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日 至 二零一三年十一月三日	0.512	—	5,000,000	—	—	5,000,000
— Mr. Cheung Ka Heng, Frankie — 張嘉恒先生	10 September 2004 二零零四年 九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日 至 二零一三年十一月三日	0.512	—	5,000,000	—	—	5,000,000
— Mr. Ho, Francis Man Kwong — 何孟剛先生	9 September 2004 二零零四年 九月九日	9 September 2004 — 3 November 2013 二零零四年九月九日 至 二零一三年十一月三日	0.512	—	5,000,000	—	—	5,000,000
Other Employees 其他僱員	18 November 2004 二零零四年 十一月十八日	18 November 2004 — 17 November 2009 二零零四年十一月十八日 至 二零零九年十一月十七日	0.748	—	2,800,000	(1,000,000)	—	1,800,000
Other Employee 其他僱員	2 September 2004 二零零四年 九月二日	2 September 2004 — 1 September 2009 二零零四年九月二日 至 二零零九年九月一日	0.489	—	5,000,000	(1,000,000)	—	4,000,000
Other Employees 其他僱員	5 January 2004 二零零四年 一月五日	5 January 2004 — 4 January 2009 二零零四年一月五日 至 二零零九年一月四日	0.486	21,000,000	—	(12,300,000)	—	8,700,000
				21,000,000	22,800,000	(14,300,000)	—	29,500,000

## 25. Share Options (Continued)

## (ii) Share Option Scheme (Continued)

	Date of grant 授予日期	Exercisable period 行使期	Subscription price per share 每股份認購價 HK\$ 港元	At 1 April 2005 於二零零五年四月一日	Granted during the year 年內授出	2006 二零零六年 Number of share options 購股權數目 Cancelled/ lapsed during the year 年內註銷/ 失效	At 31 March 2006 於二零零六年三月三十一日
Director							
— Dr. Cheung Yuk Shan, Shirley — 張玉珊博士	10 September 2004 二零零四年九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日至 二零一三年十一月三日	0.512	5,000,000	—	—	5,000,000
— Mr. Cheung Ka Heng, Frankie — 張嘉恒先生	10 September 2004 二零零四年九月十日	10 September 2004 — 3 November 2013 二零零四年九月十日至 二零一三年十一月三日	0.512	5,000,000	—	—	5,000,000
— Mr. Ho, Francis Man Kwong — 何孟剛先生	9 September 2004 二零零四年九月九日	9 September 2004 — 3 November 2013 二零零四年九月九日至 二零一三年十一月三日	0.512	5,000,000	—	(5,000,000)	—
Other Employees 其他僱員	18 November 2004 二零零四年十一月十八日	18 November 2004 — 17 November 2009 二零零四年十一月十八日至 二零零九年十一月十七日	0.748	1,800,000	—	(1,800,000)	—
Other Employee 其他僱員	2 September 2004 二零零四年九月二日	2 September 2004 — 1 September 2009 二零零四年九月二日至 二零零九年九月一日	0.489	4,000,000	—	(3,000,000)	1,000,000
Other Employees 其他僱員	5 January 2004 二零零四年一月五日	5 January 2004 — 4 January 2009 二零零四年一月五日至 二零零九年一月四日	0.486	8,700,000	—	(3,000,000)	5,700,000
Other Employees 其他僱員	20 May 2005 二零零五年五月二十日	20 May 2005 — 19 May 2010 二零零五年五月二十日至 二零一零年五月十九日	0.534	—	1,800,000	—	1,800,000
Other Employees 其他僱員	6 September 2005 二零零五年九月六日	6 September 2005 — 5 September 2010 二零零五年九月六日至 二零一零年九月五日	0.487	—	12,890,000	—	12,890,000
Other Employees 其他僱員	3 October 2005 二零零五年十月三日	3 October 2005 — 2 October 2010 二零零五年十月三日至 二零一零年十月二日	0.400	—	5,000,000	—	5,000,000
Other Employees 其他僱員	29 March 2006 二零零六年三月二十九日	29 March 2006 — 28 March 2011 二零零六年三月二十九日至 二零一一年三月二十八日	0.196	—	3,000,000	—	3,000,000
				29,500,000	22,690,000	(12,800,000)	39,390,000

## 25. 購股權 (續)

## (ii) 購股權計劃 (續)

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25. *Share Options (Continued)*

(iii) The details of the significant fair value of the share options granted during the year are as follows:

Date of granted	授出日期	20 May 2005 二零零五年 五月二十日	6 September 2005 二零零五年 九月六日	3 October 2005 二零零五年 十月三日
Number of share options	購股權數目	1,800,000	12,890,000	5,000,000
Exercise price	行使價	HK\$0.534	HK\$0.487	HK\$0.4
Volatility	波動率	58.41%	53.16%	48.84%
Expected dividend yield	預期股息率	3.73%	3.96%	5%
Fair value	公平值	HK\$282,000	HK\$1,632,000	HK\$305,000

The fair value of share options granted was estimated on the date of the grant using the Black-Scholes option pricing model.

25. 購股權 (續)

(iii) 年內授出之重大購股權公平值之詳情如下：

所批授購股權之公平值乃於批授日期採用畢蘇期權定價模式作出估計。

## 26. Reserves

## (a) The Group

## 26. 儲備

## (a) 本集團

Attributable to equity holders of the Company  
本公司權益持有人應佔

		Share premium 股本 HK\$'000 千港元 Note (i) 附註(i)	Merger reserve 合併儲備 HK\$'000 千港元 Note (ii) 附註(ii)	Exchange reserves 滙兌儲備 HK\$'000 千港元	Employee share-based compensation reserve 僱員股份 付款補償 儲備 HK\$'000 千港元	Statutory surplus reserve 法定 公積金 HK\$'000 千港元 note (iii) 附註(iii)	Retained profits 保留 盈利 HK\$'000 千港元	Total 合共 HK\$'000 千港元	Minority interest 少數 股東權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 April 2004	於二零零四年 四月一日	24,952	(3,652)	—	—	—	30,743	52,043	413	52,456
Exercise of share options	行使購股權	16,575	—	—	—	—	—	16,575	—	16,575
Profit for the year	年內溢利	—	—	—	—	—	31,123	31,123	(53)	31,070
Exchange adjustments	滙兌調整	—	—	12	—	—	—	12	—	12
Reduction in minority interests on acquisition of additional interest in a subsidiary	於收購一間附屬公司額外權益時減少之少數股東權益	—	—	—	—	—	—	—	(402)	(402)
Dividends	股息	—	—	—	—	—	—	—	—	—
— 2004 final and special dividends	— 二零零四年末期及特別股息	—	—	—	—	—	(9,666)	(9,666)	—	(9,666)
— 2005 interim dividend	— 二零零五年中期股息	—	—	—	—	—	(5,255)	(5,255)	—	(5,255)
At 31 March 2005	於二零零五年三月三十一日	41,527	(3,652)	12	—	—	46,945	84,832	(42)	84,790
At 1 April 2005	於二零零五年四月一日	41,527	(3,652)	12	—	—	46,945	84,832	(42)	84,790
Placing of new shares	配售新股	3,900	—	—	—	—	—	3,900	—	3,900
Share issuance costs	股份發行成本	(85)	—	—	—	—	—	(85)	—	(85)
Equity settled share-based transactions	權益支付之股份交易	—	—	—	2,219	—	—	2,219	—	2,219
Loss for the year	年內虧損	—	—	—	—	—	(59,901)	(59,901)	(1,527)	(61,428)
Transfer	轉撥	—	—	—	—	395	(395)	—	—	—
Exchange adjustments	滙兌調整	—	—	(56)	—	4	—	(52)	(8)	(60)
Acquisition of a subsidiary	收購一間附屬公司	—	—	—	—	—	—	—	1,963	1,963
Equity contribution by minority shareholders	少數股東注入權益	—	—	—	—	—	—	—	4,945	4,945
Dividends	股息	—	—	—	—	—	—	—	—	—
— 2005 final dividend	— 二零零五年末期股息	—	—	—	—	—	(7,226)	(7,226)	—	(7,226)
At 31 March 2006	於二零零六年三月三十一日	45,342	(3,652)	(44)	2,219	399	(20,577)	23,687	5,331	29,018

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26. Reserves (Continued)

(b) The Company

		Share premium 股份溢價 HK\$'000 千港元 (Note(i)) (附註(i))	Employee share-based compensation reserve 僱員股份 付款補償儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合共 HK\$'000 千港元
At 1 April 2004	於二零零四年四月一日	24,952	—	(711)	24,241
Exercise of share options	行使購股權	16,575	—	—	16,575
Loss for the year	年內虧損	—	—	(232)	(232)
Dividends	股息				
— 2004 final and special dividends	— 二零零四年末期及特別股息	—	—	(9,666)	(9,666)
— 2005 interim dividend	— 二零零五年中期股息	—	—	(5,255)	(5,255)
At 31 March 2005 and 1 April 2005	於二零零五年三月三十一日及二零零五年四月一日	41,527	—	(15,864)	25,663
Equity settled share-based transactions	股本結算之股份交易	—	2,219	—	2,219
Placing of new shares	配售新股	3,900	—	—	3,900
Share issuance costs	股份發行成本	(85)	—	—	(85)
Loss for the year	年內虧損	—	—	(1,092)	(1,092)
Dividends	股息				
— 2005 final dividend	— 二零零五年末期股息	—	—	(7,226)	(7,226)
At 31 March 2006	於二零零六年三月三十一日	45,342	2,219	(24,182)	23,379

(i) The share premium of the Group and the Company represents the shares of the Company issued at a premium less issuance expenses. Under the Companies Law of the Cayman Islands, the share premium is distributable to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

(i) 本集團及本公司股份溢價指本公司以溢價發行之股份(已扣除發行開支)。根據開曼群島公司法，股份溢價可分派予本公司股東，條件為緊隨建議分派股息之日期，本公司可於其日常業務過程中債務到期時償還債務。

## 26. Reserves (Continued)

### (b) The Company (Continued)

- (ii) Merger reserve of the Group represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of the subsidiaries acquired by the Company through exchange of shares under a group reorganisation scheme on 4 November 2003.
- (iii) According to the relevant rules and regulations in the Mainland China, a subsidiary of the Group required to transfer approximately 10% of after-tax profit (after offsetting prior years' losses), based on their statutory financial statements prepared in accordance with the relevant accounting principles and financial regulations applicable to foreign investment enterprises in the mainland China, to a statutory reserve fund until the balance of the fund reaches 50% of its registered capital. Thereafter, any further transfer can be made at directors' discretion.

During the year, the subsidiary transferred approximately HK\$395,000 (2005: HK\$Nil) to statutory reserve fund.

## 26. 儲備 (續)

### (b) 本公司 (續)

- (ii) 本集團之合併儲備指本公司發行普通股之面值與本公司根據於二零零三年十一月四日之集團重組計劃藉著交換股份所收購附屬公司股本及股份溢價總額之差額。
- (iii) 根據中國內地之相關規則及法規，本集團一間附屬公司須轉撥按其根據中國內地適用於外商投資企業之相關會計原則及財務法規而編製之法定財務報表計算之除稅後溢利約10% (經抵銷過往年度虧損) 至法定公積金，直至基金結餘達其註冊資本50%為止。其後可按董事酌情作出任何進一步轉撥。

年內，該附屬公司轉撥約395,000港元 (二零零五年：零港元) 至法定公積金。

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27. *Note to the Consolidated Cash Flow Statement*

27. 綜合現金流量表附註

**Net cash inflow from acquisition of a subsidiary**

**收購一間附屬公司之現金流入淨額**

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Fair value of identifiable assets/(liabilities) acquired:	所收購可識別資產／(負債)之公平值：		
Property, plant and equipment	物業、機器及設備	49	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3	—
Cash and bank balances	現金及銀行結餘	4,295	—
Trade payables	應收貿易款項	(295)	—
Other payables and accruals	其他應付款項及應計款項	(45)	—
		<b>4,007</b>	—
Minority interest	少數股東權益	<b>(1,963)</b>	—
Net assets	資產淨額	<b>2,044</b>	—
Goodwill	商譽	<b>37</b>	—
Total consideration	總代價	<b>2,081</b>	—
Satisfied by:	以下列方式支付：		
Cash consideration	現金代價	<b>(2,081)</b>	—
Cash and bank balances acquired	所收購之現金及銀行結餘	<b>4,295</b>	—
Net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購一間附屬公司之現金及現金等值物流入淨額	<b>2,214</b>	—

## 28. Business Combinations

On 28 September, 2005, the Group acquired 51% equity interest of 上海東紡日化銷售有限公司 (“上海東紡”) for a total consideration of approximately HK\$2,081,000. 上海東紡 incurred net profit of approximately HK\$3,925,000 and contributed the revenue of approximately HK\$270,175,000 to the Group for the period since the date of acquisition.

Details of net assets acquired and goodwill are as follows:

		2006 二零零六年 HK\$'000 千港元
Cash consideration	現金代價	2,081
Fair value of net assets acquired	所收購資產淨額之公平值	2,044
Excess of the cost of acquisition over the fair value of net assets acquired	收購成本超出所收購資產淨額之公平值之數額	37

The assets and liabilities arising from the acquisition are as follows:

		Fair value 公平值 HK\$'000 千港元	Acquiree's carrying amount 所收購公司 之賬面值 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	49	49
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3	3
Cash and bank balances	現金及銀行結餘	4,295	4,295
Trade payables	應付貿易款項	(295)	(295)
Other payables and accruals	其他應付款項及應計款項	(45)	(45)
		4,007	4,007

## 28. 業務合併

於二零零五年九月二十八日，本集團收購上海東紡日化銷售有限公司（「上海東紡」）51% 股權，總代價約為2,081,000港元。自收購日起之期間，上海東紡產生純利約3,925,000港元及為本集團帶來約270,175,000港元之收益。

所收購資產淨額及商譽之詳情如下：

自收購所產生之資產及負債如下：



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### 29. Employee Retirement Benefits

The Group has implemented a provident fund scheme for its staff in compliance with the requirements of the Mandatory Provident Fund Scheme Ordinance effective from 1 December 2000. The pension scheme contributions charged to the income statement represent contributions payable (i.e. 5% of staff's relevant income with upper monthly limit at HK\$1,000) by the Group to the specified retirement fund of the individual employees.

The employees of the Group's subsidiaries in the Mainland China are members of a state-sponsored retirement plan organized by the municipal government under the regulations of the Mainland China and the subsidiaries make mandatory contributions to the state-sponsored retirement plan to fund the employees' retirement benefits. The retirement contributions paid by the subsidiaries are based on a percentage of the eligible employees' salaries and are charged to the income statement as incurred. The Group discharges its retirement obligations upon payment of the retirement contributions to the state-sponsored retirement plan organized by the municipal government in the Mainland China.

The Group does not have any other pension schemes for its employees in respect of the subsidiaries outside Hong Kong and Mainland China. In the opinion of the directors of the Company, the Group did not have any significant contingent liabilities as at 31 March 2006 in respect of the retirement of its employees.

### 29. 僱員退休福利

本集團遵照由二零零零年十二月一日起生效之強制性公積金計劃條例之規定，為職員推行公積金計劃。計入收益表之退休金計劃供款指本集團應付予個別僱員特定退休基金之供款（即僱員有關入息之5%，每月上限為1,000港元）。

本集團於中國內地附屬公司之僱員為根據中國內地之法規由市政府管理之國家資助退休計劃之成員，而附屬公司則向該國家資助退休計劃作出供款，以為僱員之退休福利提供資金。附屬公司所支付之退休金供款按合資格僱員薪金之百分比計算，並於產生時在收益表內扣除。本集團向中國內地由市政府管理之國家資助退休計劃支付退休金供款時，即已履行其退休金責任。

本集團並無就位於香港及中國內地以外地區之附屬公司而為其僱員設立任何其他退休金計劃。本公司董事認為，於二零零六年三月三十一日，本集團並無就其僱員之退休承受重大或然負債。

### 30. Commitments

#### (a) Capital commitments

- (i) At 31 March 2006, the Group had commitments in respect of equity capital to be injected to certain subsidiaries in Mainland China of approximately HK\$18,023,000 (2005: HK\$17,060,000).
- (ii) The Company had no capital commitments as at 31 March 2006 and 2005.

#### (b) Operating lease commitments

- (i) The Group's minimum lease payments in respect of land and buildings under non-cancellable operating lease agreements are analysed as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within one year	一年內	10,826	7,680
In the second year to fifth years	第二至第五年	8,525	4,754
After five years	五年後	—	—
		<b>19,351</b>	<b>12,434</b>

- (ii) The Company had no operating lease commitments as at 31 March 2006 and 2005.

### 31. Contingent Liabilities

At 31 March 2006, the Group had contingent liabilities in respect of guarantee on banking facilities given by a subsidiary of approximately HK\$1,456,000 (2005: HK\$Nil) granted to a shareholder of the subsidiary.

### 30. 承擔

#### (a) 資本承擔

- (i) 於二零零六年三月三十一日，本集團就將注入若干於中國內地附屬公司之權益資本有約18,023,000港元(二零零五年：17,060,000港元)之承擔。
- (ii) 於二零零六年及二零零五年三月三十一日，本公司並無資本承擔。

#### (b) 經營租賃承擔

- (i) 根據各項不可撤銷之經營租賃協議，本集團有關土地及樓宇之最低經營租賃承擔分析如下：

### 31. 或然負債

於二零零六年三月三十一日，本集團之或然負債乃有關一間附屬公司就授予該附屬公司之一名股東之銀行融資約1,456,000港元(二零零五年：零港元)而提供之擔保。

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*32. Related Party Transactions*

During the year, the Group received loan from a director of the Company, details refer to note 21 in the financial statements.

*33. Comparative Amounts*

As further explained in notes 2 and 3 to the financial statements, due to the adoption of HKFRSs during the year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been reclassified and restated to conform with the current year's presentation.

**32. 關連人士交易**

年內，本集團自本公司一名董事取得貸款，詳情請參閱財務報表附註21。

**33. 比較數字**

誠如財務報表附註2及3所述，由於本年度採納香港財務報告準則，故財務報表內若干項目及結餘之會計處理方法及呈報方式已經作出修訂，以符合新規定。因此，若干比較數字已經重新分類及重列，以符合本年度之呈報方式。

## Corporate Information 公司資料

### *Board Of Directors*

#### **Chairman**

Dr. CHEUNG Yuk Shan, Shirley

#### **Executive Directors**

Dr. CHEUNG Yuk Shan, Shirley  
Mr. CHEUNG Ka Heng, Frankie  
Mr. LEE Man Kwong

#### **Independent Non-Executive Directors**

Mr. HONG Po Kui, Martin  
Mr. LI Kuo Hsing  
Mr. HO Yiu Ming

### *Company Secretary*

Mr. SIT Hon Wing

### *Qualified Accountant*

Mr. SIT Hon Wing

### *Compliance Officer*

Dr. CHEUNG Yuk Shan, Shirley

### *Audit Committee and Remuneration Committee*

Mr. HONG Po Kui, Martin  
Mr. LI Kuo Hsing  
Mr. HO Yiu Ming

### *Authorized Representatives*

Dr. CHEUNG Yuk Shan, Shirley  
Mr. CHEUNG Ka Heng, Frankie

### *Auditors*

CCIF CPA Limited  
37th Floor  
Hennessy Centre  
500 Hennessy Road  
Causeway Bay  
Hong Kong

### 董事會

#### 主席

張玉珊博士

#### 執行董事

張玉珊博士  
張嘉恒先生  
李文光先生

#### 獨立非執行董事

康寶駒先生  
李國興先生  
何耀明先生

### 公司秘書

薛漢榮先生

### 合資格會計師

薛漢榮先生

### 監察主任

張玉珊博士

### 審核委員會及薪酬委員會

康寶駒先生  
李國興先生  
何耀明先生

### 授權代表

張玉珊博士  
張嘉恒先生

### 核數師

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香港  
銅鑼灣  
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興利中心  
37樓

## *Corporate Information*

### 公司資料

#### *Registered Office*

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
British West Indies

#### 註冊辦事處

Century Yard  
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P.O. Box 2681GT  
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Grand Cayman  
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#### *Head Office and Principal Place of Business in Hong Kong*

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Kowloon  
Hong Kong

#### 總辦事處及香港主要營業地點

香港  
九龍  
尖沙咀  
彌敦道23-25號  
彩星中心  
六樓

#### *Principal Share Registrar and Transfer Office in the Cayman Islands*

Bank of Bermuda (Cayman) Limited  
P.O. Box 513GT  
Strathvale House  
North Church Street  
George Town  
Grand Cayman  
British West Indies

#### 開曼群島主要股份登記處及過戶處

Bank of Bermuda (Cayman) Limited  
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North Church Street  
George Town  
Grand Cayman  
British West Indies

#### *Branch Share Registrar and Transfer Office in Hong Kong*

Standard Registrars Limited  
Level 28, Three Pacific Place  
1 Queen's Road East  
Hong Kong

#### 香港股份過戶及登記分處

標準證券登記有限公司  
香港  
皇后大道東1號  
太古廣場三座28樓

#### *Principal Banker*

Nanyang Commercial Bank  
Yaumatei Branch  
309 Nathan Road  
Kowloon

#### 主要往來銀行

南洋商業銀行  
九龍  
彌敦道309號  
油麻地分行

#### *Website*

[www.sausantong.com](http://www.sausantong.com)

#### 網站

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#### *Stock Code*

8200

#### 股份代號

8200

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