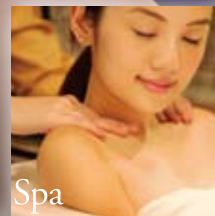




Facial



Spa



Massage



Slimming



SAU SAN TONG HOLDINGS LIMITED

修身堂控股有限公司

Stock Code 股份代號: 8200

2010 | Annual Report  
年度報告

# CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”) 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Sau San Tong Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) *the information contained in this 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 report misleading; and*
- (3) *all opinions expressed in this report have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.*

創業板之定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資之人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興之性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告(修身堂控股有限公司(「本公司」)董事(「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) 本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；
- (2) 並無遺漏任何其他事實致使本報告所載任何聲明產生誤導；及
- (3) 本報告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。



# Contents 目錄

Corporate Profile 公司簡介	2
Five Years Financial Summary 五年財務概要	4
Chairman's Statement 主席報告	5
Management Discussion and Analysis 管理層討論及分析	12
Directors and Senior Management Profile 董事及高級管理人員履歷	22
Corporate Governance Report 企業管治報告	24
Directors' Report 董事會報告	30
Independent Auditor's Report 獨立核數師報告	40
Consolidated Income Statement 綜合收益表	42
Consolidated Statement of Comprehensive Income 綜合全面收益表	43
Consolidated Balance Sheet 綜合資產負債表	44
Balance Sheet 資產負債表	46
Consolidated Statement of Change in Equity 綜合權益變動表	47
Consolidated Cash Flow Statement 綜合現金流量表	48
Notes to the Financial Statements 財務報表附註	50
Corporate Information 公司資料	139

Founded in July 2000, Sau San Tong Holdings Limited and its subsidiaries (the “Group”) have established itself as the leading beauty and slimming services providers in Hong Kong and Mainland China over the past decade 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. The Group was listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (Stock Code: 8200) in November 2003 and is the first listed slimming and beauty company in Hong Kong.

The Group has nine slimming and beauty centres with three in Hong Kong and six in Mainland China including two in Beijing, two in Shanghai, one in Shenzhen and one in Hangzhou. All these centers provide unique all-rounded personalized slimming and beauty services, which include the “VIP Slimming Programmes”, “Radio Frequency Firming and Recovery Treatment”, “Coenzyme 10 Time Reversal Skincare Treatment” and the latest “Micro needle Therapy System”. Combining the effective treatments and comprehensive follow up, all programmes enable customers to achieve their desired skin quality, weight and body shape in the healthiest manner.

The Group has been widely recognized and highly praised for its outstanding products and services and received numerous accolades during the years of which included “Body Specialist 2009” by Marie Claire Magazine, “The Most Popular Slimming Treatment Award” by ReadyGo Magazine and honor to be the “Caring Company” for three consecutive years.

To further diversify its businesses, the Group has acquired a distribution business in Mainland China in September 2005 who distributes P&G’s personal care products in Shanghai and cosmetic and skin care products with famous brands like SK-II and Olay in the eastern and western part of Mainland China. With years of development, the distribution network is well developed and with the additions of other famous brands such as Philips Lighting products, Gillette Men series, Dunhill fragrance, Gucci fragrance, etc., the growth of turnover as well as the number of distribution points is impressive.

成立於二零零零年七月的修身堂控股有限公司及其附屬公司(「本集團」)，於過往的十年間，憑著一系列創新的保健美容療程及產品，以及致力為客戶提供最專業優質的纖體美容服務的態度，本集團已穩佔香港及中國內地美容及纖體業的領先位置。本集團於二零零三年十一月於香港聯合交易所有限公司創業板上市(股份編號：8200)，成為首間於香港上市之纖體及美容公司。

本集團共開設九間纖體及美容中心，其中三間位於香港，另外六間則設於中國內地，當中兩間位於北京，兩間位於上海，另外兩間分別位於深圳及杭州。每間纖體中心都為顧客提供多元化創新獨特的全方位個人化纖體及美容服務，包括「一定得纖體療程」、「射頻緊緻修護療程」、「Q10時光逆轉美肌療程」以及全新的「MTS醫學皮膚再生療程」。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計劃，必能為顧客塑造最完美的肌膚、體重及身段。

一直以來本集團的產品及服務品質均受各界認同及稱譽，於過去一年獲內取多個獎項，包括：瑪利嘉兒《Body Specialist 2009》、ReadyGo Magazine《最受歡迎纖體療程傑出獎》及連續三年榮獲成為「商界展關懷」之機構。

為了令業務更多元化，本集團於二零零五年九月在中國內地收購於上海分銷P&G個人護理產品的分銷業務，並於華東及華西地區分銷SK-II及Olay等著名品牌的美容及護膚產品。經過多年的發展，分銷網絡發展完善，並已加入其他著名品牌產品如飛利浦照明產品、吉列男仕用品系列、登喜路香水、古馳香水等，營業額以及分銷點數目均有可觀增長。

In 2006 & 2007, the Group has successfully opened two beauty and slimming centres in Vancouver, Canada and in Shenzhen, PRC. This marked a crucial start for the Group's new type of business, namely, the management consultation service. The characteristic of this business is that a fee will be received for the using of our brand name and logo and subsequently a monthly management fee will also be received based on the turnover or profit of such beauty centre. Unlike the previous beauty and slimming centres which required heavy investment initially, this business model secured the Group's income in the first day of the project.

於二零零六年及二零零七年，本集團成功於加拿大溫哥華及中國深圳開設兩間美容及纖體中心，標誌著本集團管理諮詢服務這項全新業務類別的重要開始。此業務特色為就使用本集團品牌名稱及標誌收取費用，並於其後按有關美容中心的營業額或盈利收取每月管理費。有別於過往的美容及纖體中心，新業務模式毋須於初期投資龐大金額，因而從項目一開始就可保障本集團的收入。

# FIVE YEARS FINANCIAL SUMMARY 五年財務概要

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元 (Note) (附註)
<b>Turnover</b>	<b>營業額</b>	<b>470,725</b>	437,916	446,821	443,588	358,650
Cost of sales	銷售成本	(389,006)	(359,450)	(344,809)	(348,164)	(276,363)
<b>Gross profit</b>	<b>毛利</b>	<b>81,719</b>	78,466	102,012	95,424	82,287
Other revenue and net income	其他收益及收入淨額	2,171	1,237	4,727	7,408	7,784
Selling and distribution costs	銷售及分銷成本	(61,211)	(63,081)	(63,491)	(65,370)	(92,359)
General and administrative expenses	一般及行政開支	(50,957)	(45,186)	(39,115)	(45,505)	(52,467)
Other operating expenses	其他經營開支	—	—	—	(7)	(3,770)
<b>(Loss)/profit from operations</b>	<b>經營(虧損)/盈利</b>	<b>(28,278)</b>	(28,564)	4,133	(8,050)	(58,525)
Finance costs	融資成本	(1,248)	(1,579)	(941)	(666)	(144)
Share of profits/(losses) of jointly controlled entities	應佔共同控制實體盈利/(虧損)	2,858	(3,277)	—	—	—
<b>(Loss)/profit before taxation</b>	<b>除稅前(虧損)/盈利</b>	<b>(26,668)</b>	(33,420)	3,192	(8,716)	(58,669)
Income tax expenses	所得稅開支	(2,154)	(1,039)	(1,353)	(7,231)	(2,759)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/盈利</b>	<b>(28,822)</b>	(34,459)	1,839	(15,947)	(61,428)
<b>Non-current assets</b>	<b>非流動資產</b>	<b>24,129</b>	29,364	22,987	20,228	23,562
<b>Current assets</b>	<b>流動資產</b>	<b>127,223</b>	117,669	144,496	88,265	73,425
<b>Current liabilities</b>	<b>流動負債</b>	<b>(72,194)</b>	(88,484)	(77,443)	(82,553)	(61,300)
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>55,029</b>	29,185	67,053	5,712	12,125
<b>Non-current liabilities</b>	<b>非流動負債</b>	<b>(3,380)</b>	(3,563)	(3,041)	(232)	—
<b>Net assets</b>	<b>資產淨額</b>	<b>75,778</b>	54,986	86,999	25,708	35,687
<b>Capital and reserves</b>	<b>資本及儲備</b>					
Equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益	55,765	31,108	58,141	9,072	30,356
Minority interests	少數股東權益	20,013	23,878	28,858	16,636	5,331
<b>Total equity</b>	<b>權益總額</b>	<b>75,778</b>	54,986	86,999	25,708	35,687

Note: As a result of the correction of prior period error in respect of equity-settled share-based payment transactions in 2008, the fair value of the share options granted amounting to HK\$1,558,000 had been recognised in the income statement for the year ended 31 March 2005 with a corresponding increase in share-based payment reserve in accordance with HKFRS 2, Share-based payment. There is no net effect to the net assets and total equity for any period presented.

附註：由於二零零八年更正有關權益支付之股份交易之前期錯誤，故已授出購股權之公平值1,558,000港元已於截至二零零五年三月三十一日止年度之收益表確認，並根據香港財務報告準則第2號「股份付款」於股份付款儲備增加相應金額。對於任何呈列期間之資產淨額及權益總額並無構成淨影響。



I hereby present the annual report to the shareholders of Sau San Tong Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2010 (the "Year Under Review") on behalf of the Board of Directors.

In the Year Under Review, the international economy is in the midst of a severe recession in sharp contrast to the positive growth trend, which averaged 4% during the period 2000 to 2008. This downturn in the global economy was propelled by the 2008 U.S. financial crisis. The U.S. financial crisis peaked in late 2008 and has since spread, across borders and sectors becoming a financial and economic crisis globally.

More importantly, domestic demand lost much of its momentum with weaker consumer and investor sentiments due to tighter credit market, gloomy job prospects and negative wealth effect from the correction in local asset markets. For 2009 as a whole, the Hong Kong economy contracted by 2.7%, the first annual recession since 1998.

However, even though in such a difficult business environment, the turnover still has a satisfactory growth of 7% from approximately HK\$437,916,000 in the corresponding period in last year to approximately HK\$470,725,000 in the Year Under Review.

In September 2009, the Company successfully completed an open offer of raising net proceeds of approximately HK\$46 million. The response from market is so intense, during the 2 weeks of the application period, we received not only 679 valid applications of Offer Shares, but also received more than 700 valid applications of over 65 billion Offer Shares for the excess Offer Shares, representing more than 200 times of Offer Shares for excess applications. This encouraging result reflected the shareholders of the Company are highly confident with the Group future prospects.

本人謹代表董事會向各位股東提呈修身堂控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一零年三月三十一日止年度(「本回顧年度」)之年度報告。

於本回顧年度內，環球經濟正面臨急劇衰退，與二零零零年至二零零八年期間錄得平均4%之正增長形成強烈對比。此全球經濟下滑乃是由於二零零八年美國爆發金融危機所致。美國金融危機於二零零八年底推上高峰，其後蔓延至其他國家，更傳遍世界每個角落，成為全球金融及經濟危機。

更重要的是，信貸市場收緊、就業前景暗淡及地方資產市場調整產生負財富效應，消費者及投資者信心減弱，以致本地需求失去動力。二零零九年整體而言，香港經濟收縮2.7%，是自一九九八年以來首次錄得全年衰退。

然而，即使營商環境困難，營業額仍然錄得理想增長，由去年同期約437,916,000港元上升7%至本回顧年度約470,725,000港元。

於二零零九年九月，本公司順利地完成公開發售，籌集得款項淨額約46,000,000港元。對於是次公開發售，市場反應熾熱，於該兩星期的申請期間內，本集團除接獲合共679份發售股份之有效申請外，更接獲合共超過700份額外發售股份之有效申請，認購合共超過650億股發售股份，相當於超越200倍之可供額外認購之發售股份。此令人鼓舞的結果反映出本公司股東對本集團的前景充滿信心。

In Hong Kong, our slimming services are highly reputed in the slimming and beauty industry. In the past decade, we introduced many beauty services which are recognized as high quality and among them, some are exclusively and firstly introduced by us, creating awareness in the industry. Our mission is to tailor made all kinds of beauty services especially for Asian ladies, combining traditional Chinese medicine science high-tech western technology, with our professional knowledge and techniques, to deliver the best services to our customers. During the Year Under Review, we launched a wide variety of new and highly praised services, such as “Lipo Fat Diminishing Treatment”, “PRP Plasmatic Derma-Revive Treatment”, etc.. Moreover, we will continuously update with new treatments and new technology available to provide our clients with more variety of beauty and slimming choices. And again this year, being awarded by Yahoo! for the “Yahoo! Emotive Award” as well as the “2009 ReadyGo Beauty Service Award – Most Favourable and Outstanding Slimming Treatment” by ReadyGo Magazine, further proven the Group is highly supported by the public.

For the PRC market, our beauty, slimming and spa centres in Beijing did a wonderful job in the Year Under Review, both the turnover and profit contributions to the Group have improved satisfactory. In Shanghai with intense competitions, contributed by the successful marketing strategies and our professional services, we have been locally recognized as a “Star” brandname in Shanghai. While in Shenzhen and Hangzhou, our centres have already entered the local markets, gained customer's loyalty and established local presence.

During the Year Under Review, the Group's turnover reached approximately HK\$470,725,000, a 7% increase from that of HK\$437,916,000 approximately during the corresponding period last year. Turnover generated from the beauty, slimming and spa centers in Hong Kong and in Mainland China amounted to approximately HK\$66,349,000, comparable to the corresponding period in 2009 (HK\$70,290,000 approximately). On the other hand, the product distribution business in Mainland China grew remarkably. In the Year Under Review, the turnover amounted to approximately HK\$403,222,000, compared to approximately HK\$364,985,000 in the corresponding period in last year, the growth is more than 10%.

在香港，本集團的纖體服務已有一定的權威，在行內舉足輕重。本集團近年更致力推出不少公認為優質的美容服務，當中不少更是本集團獨家首創的，於美容纖體界掀起多個熱潮。本集團致力為亞洲女士度身訂造各種美容服務，配合傳統中醫科學及西方嶄新美容科技，加上我們對美容的專業知識及技術，為顧客帶來有信心的服務。本集團與時並進，於本回顧本年度內更推出多項嶄新及推崇備至的療程服務，當中包括「Lipo脂肪激溶療程」及「PRP血清清細胞療法」等。而且，更會定時更新及採用最新科技以推出更多療程項目，為顧客提供最多元化的美容纖體選擇。能夠多次榮獲《Yahoo!感情品牌大獎》及獲新假期雜誌頒發《2009年度新假期ReadyGo美容服務大獎—最受歡迎纖體療程傑出獎》，全因我們堅持待客至上，深受大眾支持。

中國市場方面，於本回顧年度內，位於北京的美容、纖體及水療中心成績彪炳，銷售額及盈利貢獻皆有令人鼓舞的增進。另外，在市場競爭熾熱的上海，我們已憑著成功的市場策略及專業服務，已得到當地的肯定，成為上海的高級名牌美容纖體服務品牌；至於在深圳及杭州，我們的分店已成功進入當地市場，打響知名度，深得顧客支持。

於本回顧年度內，本集團之營業額約達470,725,000港元，較去年同期約437,916,000港元上升7%。香港及中國內地美容、纖體及水療中心產生之營業額約達66,349,000港元，與去年同期(約70,290,000港元)相若。另一方面，中國內地產品分銷業務顯著增長。於本回顧年度，營業額約為403,222,000港元，而去年同期則約為364,985,000港元，增長超過10%。



During the Year Under Review, our Group has incurred a loss attributable to equity shareholders of approximately HK\$24,957,000 which is greatly reduced from approximately HK\$30,651,000 of the corresponding period in 2009. The hard business environment, the drastic competition in the market and making impairment losses provisions for deposits and receivables contribute most to the loss. However, thanks to the efforts contributed from all our staff and the strict cost control implemented, the magnitude of loss is being controlled and which reflected our ability to adapt to adverse situation.

In addition to overcome various problems as mentioned above, the Group has actively explored potential new income stream. In late 2008, we launched an innovative "Online Click and Buy" online booking system to fulfill and cater for the changing customer's demands. During the Year Under Review, the online booking system has been further expanded to cover all our beauty, slimming and spa centres in Mainland China. In the near future, we will invest more resources to diversify our e-business. In Hong Kong, we are the first beauty and slimming services provider to provide one-stop online booking platform to customers.

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 "Most Favorable Enterprise with Good Credibility 2009" by China Enterprise Reputation & Credibility Association, "The Ten Most Influential Entrepreneurs of China Brand Building 2009" by The Board of Ten Influential China Brands, "2009 Yahoo! Emotive Brand Award – Beauty and Fitness Centre Category" by YAHOO!, etc.. Besides, the Group was awarded with Caring Company Logo by The Hong Kong Council of Social Service and to participate in the School-Company Partnership Program organized by Young Entrepreneurs Development Council in the Year Under Review to honour the Group's contribution to the society. All these awards and recognitions helped the Group in strengthening its corporate image in Hong Kong as well as in Mainland China.

於本回顧年度內，本集團產生權益持有人應佔虧損約24,957,000港元，較二零零九年同期約30,651,000港元大幅減少。此虧損主要由於營商環境困難、市場競爭激烈以及就按金及應收款項作出減值虧損撥備。然而，有賴本集團全體員工的努力及實施嚴緊成本監控，有效控制虧損之幅度，反映本集團有能力在逆境中自強不息。

除上述種種問題已得已解決外，本集團已積極發掘潛在之新收入來源。為滿足及適應現今不斷變化的市場消費模式，本集團於二零零八年底推出「網上任你Book」網上預約服務。於本回顧年度內，網上預約系統已進一步擴展以涵蓋本集團於中國內地之所有美容、纖體及水療中心。於不久將來，本集團將投放更多資源多元化拓展其電子業務。本集團為香港首創此項一站式網上預約平台之美容及纖體服務供應商。

過往數年，「修身堂」品牌成功建立於香港及中國，其服務及療程於美容及纖體界首屈一指。於本回顧年度內，本集團獲取多個獎項，包括：中華(海外)企業信譽協會所頒贈之《2009香港名牌金牌品牌》、中國十大影響力品牌推選組織委員會頒贈之《2009中國品牌建設十大影響力企業家》、YAHOO!頒贈之《2009 Yahoo!感情品牌大獎—美容院／健身中心組別》等。除此之外，於本回顧年度，本集團獲香港社會服務聯會頒贈《商界展關懷獎》，亦積極參與青年企業家發展局舉辦之「商校伙伴計劃」，足以證明本集團對社區作出的貢獻及回饋社會的態度。這些獎項及肯定均有助本集團加強其於香港以及中國內地之企業形象。

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. For the years to come, the Group will continue its effort in the product distribution market, especially in the Mainland China. At present, the Group already has the distribution network for distributing mainly P&G personal care products in Shanghai and P&G's cosmetic and skin care products, including SK-II and Olay in the eastern and western part of the PRC. Besides, we also distributed Gillette Men series, Philips Lighting products and many world famous prestige fragrance brands, such as Dunhill, BOSS, Gucci, ESCADA, etc., to diversify our product types and uplifting our competitive edge. In near future, the Group will utilize its already established distribution network in Mainland China to distribute our other beauty and health products. The management is confident that this segment of the Group's business will become a revenue driver in the coming years.

Following the development of the PRC business gradually become mature, together with our proactive company culture and the experience accumulated over the years, we have been fully equipped with the PRC market dynamics and consumption patterns of different provinces. As such, the Group believes the keypoints of the PRC market expansion have been mastered. Now, we are ready to go to bring our shareholders enter into the Blue Ocean new era.

In the coming years, the Group will continue to focus its effort in the Mainland China market which proves to have enormous potential. The Group will continue to provide the most professional and attentive services to its customers and enhancing brand awareness. The management believes the broadening of the PRC market empowers the Group in confident to become the market leader of slimming and beauty industry, as well as to further ensure the leading status of the Group.

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創新美容及纖體產品，這些美容及纖體產品使本集團獲得額外市場佔有率以及加強其品牌之影響力。展望未來數年，本集團將繼續投身於產品分銷市場，尤其中國內地市場。本集團目前已擁有主要於上海分銷P&G個人護理產品及於華東及華西地區分銷P&G美容及護膚產品(包括SK-II及Olay)之分銷網絡。本集團亦加入分銷吉列男仕用品系列、飛利浦照明產品及多個世界知名香水品牌(包括登喜路、博士、古馳及愛斯卡達等)，令分銷產品種類多元化，加強競爭力。於不久將來，本集團可利用其現有中國內地分銷網絡分銷其他美容及保健產品。管理層相信該業務分類將成為本集團未來數年內之主要收益來源。

隨著本集團於國內業務發展逐漸成熟及憑藉積極進取的企業文化，再加上從多年於國內發展所累積的經驗，已充份把握國內市場之動態及各省市的消費模式。因此，本集團相信已掌握到拓展國內市場的竅門。本集團現已蓄勢待發，帶領投資者邁向藍海新紀元。

於未來數年，本集團將繼續致力於潛力龐大之中國內地市場。本集團將繼續向其顧客提供最專業及最體貼之服務，提高品牌意識。管理層相信，國內市場之開拓令本集團有信心能夠成為國內纖體及美容業務之佼佼者，並可進一步鞏固本集團於業界之領導地位。

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.

**Cheung Yuk Shan, Shirley**

*Chairman*

Hong Kong, 14 June 2010

本人謹代表董事會，感謝各股東、顧客、員工及業務伙伴對本集團多年來的支持及信賴。本人深信，憑藉不懈努力，本集團業務將於未來持續穩定增長，並為全體股東帶來豐盛的回報。

主席

張玉珊

香港，二零一零年六月十四日







*Bringing  
Forth Opportunities  
In PRC Market*

國內市場之開拓  
將帶來更大商機





## Business Review

For the year ended 31 March 2010 (“the Year Under Review”), turnover amounted to approximately HK\$470,725,000, representing an increase of 7% from approximately HK\$437,916,000 in last year. Such increase was mainly due to the remarkable growth in the distribution sales of our Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”). On the other hand, even though the rivalry in the slimming and beauty industry is so intense, the Group still can manage to sustain the revenue performance of all the slimming centres in both Hong Kong and in the People’s Republic of China (the “PRC”) during the Year Under Review. During the Year Under Review, turnover from the distribution business amounted to approximately HK\$403,222,000 (2009: approximately HK\$364,985,000), while the turnover generated from all the beauty, slimming and spa centres in Hong Kong and in the PRC amounted to approximately HK\$66,349,000 (2009: approximately HK\$70,290,000).

During the Year Under Review, the Group recorded an increase of approximately HK\$3,253,000 in gross profit. The Group has incurred a loss attributable to equity holders of the Company of approximately HK\$24,957,000 (2009: approximately HK\$30,651,000). As mentioned before, the competition and the business environment of the slimming and beauty market is drastic and extreme, in order to maintain our competitive edge, the Group strengthened its existing policy of exercising tight control over all its costs, and reducing these wherever possible. During the Year Under Review, the administrative expenses (including provision for impairment losses) totalling amount to HK\$50,957,000. Apart from the above provision, the administrative expenses have been slightly increased from approximately HK\$41,052,000 of 2009 to approximately HK\$41,571,000. Notwithstanding of the significant increase in turnover, the administrative expenses are comparable to that of last year.

## 業務回顧

截至二零一零年三月三十一日止年度（「本回顧年度」），營業額約達470,725,000港元，較去年約437,916,000港元上升7%。有關上升乃主要由於上海東紡日化銷售有限公司（「東紡」）之分銷銷售錄得強勁增長所致。另一方面，儘管纖體及美容業競爭激烈，本集團於香港及中華人民共和國（「中國」）之所有纖體中心於本回顧年度仍能保持收益表現。於本回顧年度內，分銷業務之營業額約達403,222,000港元（二零零九年：約364,985,000港元），而香港及中國之所有美容、纖體及水療中心之營業額約達66,349,000港元（二零零九年：約70,290,000港元）。

於本回顧年度內，本集團之毛利錄得增加約3,253,000港元。本集團產生本公司權益持有人應佔虧損約24,957,000港元（二零零九年：約30,651,000港元）。如前文所述，纖體及美容市場競爭激烈，營商環境嚴峻，因此為了保持競爭優勢，本集團加強現有之全面收緊成本控制政策，盡可能減省成本。於本回顧年度內，行政開支（包括減值虧損撥備）總額為50,957,000港元。扣除上述撥備後，行政開支由二零零九年約41,052,000港元輕微增加至約41,571,000港元。儘管營業額之重大增加，行政開支與去年同期相若。









During the Year Under Review, our jointly controlled entities mark a vast turnaround in performance. The share of profits of the jointly controlled entities is HK\$2,858,000 approximately in contrast to the share of losses of HK\$3,277,000 approximately in the year 2009.

By refreshing change and diversification of business, Sau San Tong is continued to be the leader of the industry providing the most quality and professional services to its customers.

#### Beauty, Slimming and Spa Centres

For Hong Kong, the Group providing not only slimming services but also a variety of non-slimming services. In addition to a range of comprehensive beauty and health services and the successfully launch of “M.Nano Cavitation slimming treatment” and “HA+ Hyaluronic Moisture treatment” as well as certain other innovative treatments in last year, the Group continues to explore the new cosmetological technology. This year, the Group has launched a series of innovative technological cosmetic treatments, including “Lipo Fat Diminishing Treatment”, “ThermaLift Ultra-Firm Treatment” and “PRP Plasmatic Derma-Revive Treatment”, etc. “Lipo Fat Diminishing Treatment” using the hi-tech PPC fat-removal essence and the technique of LipoFit™ Cavitation to create an unique low frequency and stable cavitation force to dissolve fat painlessly, thoroughly and instantly. The Group believes that with these new treatments, the profitability as well as the market leadership can be strengthened.

於回顧年度內，本集團共同控制實體之表現突飛猛進。應佔共同控制實體溢利約為2,858,000港元，而二零零九年之應佔虧損則約為3,277,000港元。

透過不斷求變及多元化之業務，修身堂繼續成為業界翹楚，提供最優質及專業之服務予其客戶。

#### 美容、纖體及水療中心

在香港，本集團不僅提供纖體服務，亦投入更多資源提供及大力推動一系列非纖體服務。除一系列全面美容及保健服務及去年成功推出之「M.Nano 醫學激活破脂」及「HA+ 透明質酸急救補水療程」以及若干其他創新療程外，本集團繼續開拓嶄新醫學美容科技。本年度，本集團已推出一系列創新美容科技療程，包括「Lipo 脂肪激溶療程」、「ThermaLift 極能光緻提升療程」及「PRP 血清幹細胞療法」等。「Lipo 脂肪激溶療程」採用高科技 PPC 溶脂素及 LipoFit™ 氣穴技術，開創獨特低頻穩定氣穴爆破動力，無痛、徹底及即時溶脂。憑藉此等新療程，本集團相信其盈利能力及市場領導地位將可提升。





China's vast slimming and beauty market is growing fast. The female population aged between 15 and 64 in China currently exceeds 470 million, which is larger than the combined total of Europe, the US and Japan. As income levels continue to rise, mainland female consumers' demands for high-end slimming and beauty services is bound to increase further. Besides, government supervision of the beauty sector is expected to tighten, further squeezing the low-end operators out of the market. The Group entered into PRC market long time ago, we built up our prestige brand, opened deluxe beauty, slimming and spa centres in major cities and developed the strong distribution sales network. All these moves proven our long-term vision and strategy are on the right track. The Group keeps on seeking opportunities to open new beauty, slimming and spa centres in potential cities in the PRC and the distribution of beauty products in order to capture the untapped market.

In late 2008, the Group introduced the innovative idea of "One-stop" Online Booking to all our customers around the World. Customers can select the date, time, location and treatment all on their own needs and even to pay via our online payment system. The newly launched service can fulfill the customer's reluctance to exhausting hard-selling strategy and prepayment practice, and we firmly believe this will bring the beauty and slimming industry to new era. In the near future, we will further enhance the online shopping platform to our wide range of health and beauty products to bring more convenience and healthy e-lifestyle to our valuable customers.



中國之纖體及美容市場增長迅速。目前，中國年齡介乎十五至六十四歲之女性人口超過4.7億，比歐洲、美國及日本之總數還多。隨著收入水平不斷上升，內地女性消費者對高檔次纖體及美容服務之需求必定會進一步上升。此外，預期政府將加緊對美容業之監管，進一步淘汰市場上之低檔次經營者。

本集團多年前已打入中國市場，建立尊貴品牌，於主要城市開設豪華美容、纖體及水療中心，並發展強大分銷銷售網絡。所有此等行動均證明本集團目光長遠，策略合宜。本集團將繼續物色於中國潛力龐大之城市開設新美容、纖體及水療中心，以及分銷美容產品之機會，以打入尚未開發之市場。



於二零零八年底，本集團率先為世界各地之顧客引入創新之「一站式」網上預約服務。顧客可自由地選擇日期、時間、地點及療程項目，並可透過網上付款系統付款，簡單快捷。此項新推出之服務能滿足顧客忌諱疲勞轟炸式之硬銷攻勢及預付套餐式療程之心理。本集團深信此嶄新概念將會令美容及纖體行業踏入一個新紀元。於不久將來，本集團將進一步完善一系列保健及美容產品之網上購物平台，為尊貴顧客提供更方便、健康之網上購物生活方式。







## Management Consultation Services

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

In year 2008, our Group successful developed new income stream by partnered New World Group and Sinolink Group to develop clubhouses and spa beauty centres for luxury estates in PRC. Benefit from this experience, we are now confident in exploring further opportunities from such income in future.

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

## Health and Beauty Products

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

## 管理諮詢服務

貴為美容及纖體服務供應商之領導者，本集團除擁有具水準之行內專業人才外，在美容、纖體及水療中心之管理及運作方面亦累積了豐富經驗。為了能充分利用本集團之現有資源，本集團已為成立美容、纖體及水療中心提供管理諮詢服務。

於二零零八年度內，本集團透過夥拍新世界集團、百仕達集團，於國內共同發展大型屋苑會所俱樂部及水療美容中心，成功開拓新收入來源。受惠於此，本集團現充滿信心，以該等日後收入為基礎，進一步發掘其他機會。

由於美容及纖體市場在中國仍處於發展階段，缺乏有關專業知識，故本集團相信此類服務於中國將有龐大需求。此外，提供此類服務毋須大額經營成本，因而可為本集團帶來正面收益增長。

## 保健及美容產品

於過往年度，本集團於推出富創意之優質產品之實力，令本集團登上香港市場之領導地位。邁步向前，本集團計劃於中國主要城市分銷保健及美容產品，進展令人滿意。經過本集團多年來建立之「修身堂」品牌效應及客戶之信心，管理層相信該等保健及美容產品會廣為市場所接受，為本集團帶來額外收益來源。





### Distribution Business in the PRC

Apart from provision of slimming and beauty services, another major line of business is product distribution. We distribute mainly P&G personal care, cosmetic and skin care products, such as SK-II, Olay, etc. and also Gillette Men series and Philips Lighting products. With the Group's great effort, the sales of SK-II and Olay are very encouraging during the Year Under Review. Start from last year, we also distribute certain world famous brands of prestige fragrances, such as, Dunhill, BOSS, Gucci, ESCADA, etc. We believe that with the increasing variety of products, it will bring sizeable revenue for the Group in near future. Looking forward, as the PRC market continues to boom showing immense potential for high-end products, the management anticipates the revenues generated from the distribution business will experience further growth and will in turn provide the Group with stable source of income.

### Outlook

We expect the impacts of the Eurocrisis and Credit squeeze will stick around for a while. Such impact to us is immaterial because our Group is financially strong and we have no investments in derivatives, bonds or structured financial products. During the year, tightly banking credit policy together with intense competition induce the closing down of some second tier beauty and slimming services providers. Facing with this extreme business environment, we are now actively developing new ideas and exploring new business opportunities, and we are highly confident to ride through it.

### Capital Structure, Liquidity and Financial Resources

Cash and bank balances as at 31 March 2010 were approximately HK\$39,553,000 compared to approximately HK\$29,988,000 as at 31 March 2009. The Group's gearing ratio of 19% (2009: 45%) was based on the total of bank borrowings and obligations under finance leases of approximately HK\$14,417,000 and the net assets of the Group of approximately HK\$75,778,000. As at 31 March 2010, the Group's liability was approximately HK\$75,574,000, compared to approximately HK\$92,047,000 as at 31 March 2009. It includes account payables and other payables approximately HK\$29,250,000 (2009: approximately HK\$23,711,000), mainly for the daily operations of our subsidiary — Dong Fang, deferred income approximately HK\$12,941,000 (2009: approximately

### 中國分銷業務

除提供纖體及美容服務外，產品分銷業務為另一主要業務分類。本集團主要分銷P&G個人護理、化妝及護膚產品(包括SK-II及Olay等)；此外，亦包括吉列男仕及飛利浦照明產品。在本集團之努力下，本回顧年度內SK-II及Olay之銷售令人鼓舞。由去年起，本集團更加入分銷多個世界知名香水品牌(包括登喜路、博士、古馳及愛斯卡達等)。我們相信憑藉加強分銷產品之多元性，於不久將來會為本集團帶來可觀收入。展望將來，因中國市場持續蓬勃，反映出高檔次產品潛力龐大，故管理層預期分銷業務產生之收益將錄得進一步增長，並因而為本集團帶來穩定之收入來源。

### 未來展望

本集團預期歐元危機及信貸緊縮之影響將維持一段時間，惟本集團財政穩健，並無投資衍生工具、債券或結構性金融產品，故所受影響不大。年內，銀行收緊信貸政策加上劇烈競爭，誘發多間較小規模之美容纖體服務業者結業。面對此嚴峻營商環境，本集團現正積極發展新思維，開拓新商機，以及充滿信心能渡過此難關。

### 資本資源、流動資金及財務資源

於二零一零年三月三十一日之現金及銀行結餘約為39,553,000港元，而於二零零九年三月三十一日則約為29,988,000港元。本集團之資產負債比率為19%(二零零九年：45%)，乃按銀行借貸與融資租賃承擔總額約14,417,000港元及本集團資產淨值約75,778,000港元計算。於二零一零年三月三十一日，本集團之負債約為75,574,000港元，而於二零零九年三月三十一日則約為92,047,000港元，當中包括應付賬款及其他應付款項約29,250,000港元(二零零九年：約23,711,000港元)，主要為本集團附屬公司 — 東紡日常業務之用、遞



HK\$15,040,000) and bank borrowings approximately HK\$13,626,000 (2009: approximately HK\$22,546,000), bank borrowings is also for Dong Fang trading activities. Such liability is intended to be financed by internal resources of the Group. The liquidity ratio of the Group represented by a ratio of current assets over current liabilities was 1.76:1 (2009: 1.33:1), reflecting the adequacy of financial resources.

On 23 September 2009, the Company completed an open offer with an assured allotment of five offer shares at HK\$0.01 per share for every one existing share held on the record date. The Company issued 4,799,400,000 offer shares of HK\$0.01 each under the open offer raising net proceeds of approximately HK\$46 million (net of expenses of approximately HK\$2 million). The net proceeds will be used for repayment of debts and as general working capital of the Group and for financing its operations and activities for expanding its existing distributions business in order to improve the financial position of the Group and to enrich and diversify its business, bringing better returns to the Shareholders.

On 13 January 2010, the Group successfully further raised funds from the Subscription in the amount of approximately HK\$3.8 million before expenses. Funds raised from the Subscription will be used as general working capital.

## Increase in Authorised Share Capital and Share Consolidation

By an ordinary resolution passed at the extraordinary general meeting on 31 August 2009, the Company's authorised share capital was increased from HK\$15,000,000 divided into 1,500,000,000 ordinary shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each by creation of additional 8,500,000,000 ordinary shares of HK\$0.01 each.

By an ordinary resolution passed at the extraordinary general meeting on 11 February 2010, every twenty then issued and unissued ordinary shares of HK\$0.01 each were consolidated into one new ordinary share of HK\$0.20 each. Following the share consolidation which became effective on 12 February 2010, the Company's authorised share capital is HK\$100,000,000 divided into 500,000,000 ordinary shares of HK\$0.20 each, of which 297,562,500 ordinary shares were in issue and fully paid.

延收入約12,941,000港元(二零零九年：約15,040,000港元)及銀行借貸約13,626,000港元(二零零九年：約22,546,000港元)，而銀行借貸亦為東紡用作一般貨貸週轉之用。負債擬利用本集團之內部資源撥付。本集團之流動資金比率(即流動資產與流動負債之比率)為1.76:1(二零零九年：1.33:1)，反映本集團財務資源充足。

於二零零九年九月二十三日，本公司完成公開發售，於記錄日期每持有一股現有股份保證按每股0.01港元配發五股發售股份。本公司已根據公開發售發行4,799,400,000股每股面值0.01港元之發售股份，籌集所得款項淨額約46,000,000港元(已扣除開支約2,000,000港元)。所得款項淨額將用作償還債務及本集團之一般營運資金，以及為其擴充現有分銷業務之營運及業務撥充資金，以改善本集團之財務狀況、增加業務種類及提高業務多元性，以及為股東帶來更高回報。

於二零一零年一月十三日，本集團成功自認購進一步集資約3,800,000港元(未扣除開支)。認購籌集之資金將用作一般營運資金。

## 增加法定股本及股份合併

根據於二零零九年八月三十一日舉行之股東特別大會上通過之普通決議案，本公司之法定股本已透過增設額外8,500,000,000股每股面值0.01港元之普通股，由15,000,000港元(分為1,500,000,000股每股面值0.01港元之普通股)增加至100,000,000港元(分為10,000,000,000股每股面值0.01港元之普通股)。

根據於二零一零年二月十一日舉行之股東特別大會上通過之普通決議案，將每二十股當時每股面值0.01港元之已發行及未發行普通股，合併為一股每股面值0.20港元之新普通股。股份合併於二零一零年二月十二日生效後，本公司之法定股本為100,000,000港元(分為500,000,000股每股面值0.20港元之普通股)，其中297,562,500股普通股已發行及繳足。

## 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 Groups considers that there was no significant exposure to foreign exchange fluctuations.

## Net Assets

As at 31 March 2010, the Group's net assets amounted to approximately HK\$75,778,000 compared to approximately HK\$54,986,000 as at 31 March 2009. There are no charges on the Group's assets as at 31 March 2010.

## Contingent Liabilities

As at 31 March 2010, the Company has issued a corporate guarantee amounting to RMB15,000,000 (equivalent to approximately HK\$17,033,000) (2009: RMB15,000,000 (equivalent to approximately HK\$17,033,000)) to a bank in respect of banking facilities granted to a subsidiary as 51% owned by the Group.

## Employee Information

As at 31 March 2010, the Group had 477 employees (2009: around 431 employees). During the year, the Group's total staff costs amounted to approximately HK\$47,123,000 (2009: approximately HK\$44,844,000), including provision for long services payment and annual leave amounted to approximately HK\$900,000 (2009: HK\$Nil). 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.

## 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。為管理流動資金風險，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及本集團可應付其資金所需。

## 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及人民幣計算，本集團認為並無面臨任何重大之外匯波動風險。

## 資產淨值

於二零一零年三月三十一日，本集團之資產淨值約達75,778,000港元，而於二零零九年三月三十一日則約為54,986,000港元。於二零一零年三月三十一日，本集團並無資產抵押。

## 或然負債

於二零一零年三月三十一日，本公司已就授予一間本集團擁有51%之附屬公司之銀行融資向一間銀行發出人民幣15,000,000元(相等於約17,033,000港元)(二零零九年：人民幣15,000,000元(相等於約17,033,000港元))之公司擔保。

## 僱員資料

於二零一零年三月三十一日，本集團共聘用477名僱員(二零零九年：約431名僱員)。年內，本集團之員工成本總額約達47,123,000港元(二零零九年：約44,844,000港元)，包括長期服務金及年假之撥備約900,000港元(二零零九年：無)。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，彼等可按照所訂明之條款及條件認購本公司股份。

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 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 4,979,154 outstanding options to subscribe for 4,979,154 shares of the Company pursuant to the share option scheme as at 31 March 2010.

## Significant Investments and Acquisitions

There were no significant acquisitions and disposals of investments by the Group during the Year Under Review.

## Future Plan

Going forward, in addition to the continual improvement of the operation performance of the existing beauty, slimming and spa centres. Besides, the Group will invest more resources on beauty product distribution business in order to enrich and diversify our business, bringing profits to our shareholders.

本集團之薪酬政策依據個別僱員之表現及經驗制定，並符合本集團經營所在地之當地市場慣例。除薪金外，本集團亦向其僱員提供其他額外福利，包括強制性公積金及醫療福利。本集團設有一項購股權計劃，據此，合資格參與者可獲授可收購本公司股份之購股權，而於二零一零年三月三十一日，合共4,979,154份尚未行使之購股權可根據購股權計劃認購4,979,154股本公司股份。

## 重大投資及收購事項

於本回顧年度內，本集團並無重大投資收購事項及出售事項。

## 未來計劃

展望將來，除持續改善現有美容、纖體及水療中心之營運表現外，本集團更會加大投入美容產品分銷業務之資源，令本集團業務更加豐富及多元化，為股東帶來利潤。



## Directors

### Executive Directors

Dr. CHEUNG Yuk Shan, Shirley, aged 35, is the Chairman and Founder of the Group. She established the Group ten years ago and successfully developed it to a group with over 400 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. In 2006, Dr. Cheung was awarded as one of the “World Outstanding Chinese”. In 2009, she is awarded as one of the “Top Ten Most Influential Entrepreneur for China Brand Building” by The Board of Ten Influential China Brands. Furthermore, she was invited to be one of the deputy chairmen of the “China Foreign Trade Council”.

Mr. CHEUNG Ka Heng, Frankie, aged 37, 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 an executive director of Chevalier Pacific Holdings Limited, a company listed on the Main Board of the Exchange. Mr. Cheung is the elder brother of Dr. Cheung Yuk Shan, Shirley.

## 董事

### 執行董事

張玉珊博士，三十五歲，本集團之主席及創辦人。彼於十年前創辦本集團，成功發展至一間擁有超過400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。於2006年，張博士榮獲《2006世界傑出華人》獎狀，而彼更於2009年獲中國十大影響力品牌推選組織委員會推選為《2009中國品牌建設十大影響力企業家》之一。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。

張嘉恆先生，三十七歲，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。張先生為聯交所主板上市公司，其士泛亞控股有限公司之執行董事。張先生為張玉珊博士之胞兄。

## Independent Non-Executive Directors

Mr. HONG Po Kui, Martin, aged 60, 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 34 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 Modern Beauty Salon Holdings Limited and Fulbond Holdings Limited, companies listed on the Main Board of the Exchange, as well as the commissioner of Hong Kong Road Safety Patrol.

Mr. LI Kuo Hsing, aged 51, is an Independent Non-Executive Director and joined the Group in June 2002. He is the Vice Chairman of the Federation of Motion Film Producers of Hong Kong Limited since 1998 and appointed Member of the Election Committee for the Performing Arts sub-sector of the Legislative Council Election. Mr. Li is the founder and chairman of Mei Ah Entertainment Group Limited, a company listed on the Main Board of the Exchange.

Ms. HUI Yat Lam, aged 36, is an Independent Non-Executive Director and joined the Group in March 2008. Ms. Hui is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Ms. Hui has over 15 years of experience in professional auditing, accounting and financial management. Ms. Hui was previously the qualified accountant and company secretary of Long Success International (Holdings) Limited, a company listed on GEM of the Exchange.

## Senior Management

Mr. TSE Ching Leung, aged 37, is the Financial Controller, Qualified Accountant and Company Secretary of the Group. Mr. Tse 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. Mr. Tse joined the Group in February 2008 and has accumulated over 15 years of accounting and auditing experience.

## 獨立非執行董事

康寶駒先生，六十歲，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三十四年，是劉陳高律師事務所之資深合夥人，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，現代美容控股有限公司及福邦控股有限公司之獨立非執行董事，亦為香港交通安全隊總監。

李國興先生，五十一歲，獨立非執行董事，於二零零二年六月加盟本集團。彼從一九九八年開始出任香港電影製片家協會副主席，現任立法會選舉之選舉委員會演藝小組委員。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。

許一嵐女士，三十六歲，獨立非執行董事，於二零零八年三月加盟本集團。許女士為香港會計師公會會員及英國特許公認會計師公會資深會員。許女士在專業核數、會計及財務管理方面累積逾十五年經驗。許女士曾為於聯交所創業板上市之公司，百齡國際(控股)有限公司之合資格會計師及公司秘書。

## 高級管理人員

謝正樑先生，三十七歲，本集團之財務總監、合資格會計師及公司秘書。謝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會員。謝先生於二零零八年二月加盟本集團，累積超過十五年會計及核數經驗。

## Introduction

The Company puts strong emphasis on the superiority, steadiness and rationality of corporate governance. Subject to the deviations as disclosed in this report, the Company has complied with all the provisions in the Code on Corporate Governance Practices (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 five directors, including two 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 operational 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 “Directors and Senior Management Profile” of this annual report. 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/her duties effectively and efficiently.

## 簡介

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企業管治常規守則(「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」)目前由五名董事組成，包括兩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程序制度，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本年報「董事及高級管理人員履歷」。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。



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.

Each of the independent non-executive directors have entered into a service contract with the Company for a term expiring on 31 July 2009, with the term being renewed for a further term of one year commencing from 1 August 2009.

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

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.

During the year, the Board met four times to review the financial and operating performance of the Group. The details of the attendance rate of each director are as follows:

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專業經驗之規定。

各獨立非執行董事與本公司訂有服務合約，任期至二零零九年七月三十一日屆滿，而有關年期已獲續訂一年，由二零零九年八月一日起計。

本公司已接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。

執行董事張嘉恆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)。

於本年度，董事會曾舉行四次會議，以檢討本集團之財務及經營表現。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	4/4	100%
Mr. Cheung Ka Heng, Frankie	張嘉恆先生	4/4	100%
Mr. Hong Po Kui, Martin	康寶駒先生	4/4	100%
Mr. Li Kuo Hsing	李國興先生	3/4	75%
Ms. Hui Yat Lam	許一嵐女士	4/4	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.

The Board is of the view that it is in the best interests of the Group to have Dr. Cheung, who is the founder of the Group with vast and solid experience in the beauty sector, to perform the dual role so that the Board can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues. With Dr. Cheung being the chief executive officer, the Group can also benefit from having strong connection and network in the beauty market.

## Audit Committee

The 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 independent 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.

## 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。

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。由張博士擔任行政總裁，本集團亦可獲得於美容市場之強大連繫及網絡之益處。

## 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。

The Audit Committee comprises three independent non-executive Directors including Mr. Hong Po Kui, Martin (Chairman of the Audit Committee), Mr. Li Kuo Hsing and Ms. Hui Yat Lam. During the year, the Audit Committee held four 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:

審核委員會之成員包括三名獨立非執行董事康寶駒先生(審核委員會主席)、李國興先生及許一嵐女士。於本年度，審核委員會曾舉行四次會議，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：

Name of Audit Committee members	審核委員會成員姓名	Attendance at Audit Committee meeting 審核委員會出席次數	Attendance rate 出席率
Mr. Hong Po Kui, Martin	康寶駒先生	4/4	100%
Mr. Li Kuo Hsing	李國興先生	3/4	75%
Ms. Hui Yat Lam	許一嵐女士	4/4	100%

## 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 (inclusive of taxation services) is HK\$850,000. Besides that, the fee for professional services rendered for open offer is \$230,000. Save as disclosed above, no services such as due diligence and other advisory services were provided during the year.

## 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(包括稅項服務)之酬金為850,000港元。此外，就公開發售提供專業服務之費用為230,000港元。除上文所披露者外，於本年度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.

## 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。



Members of the Remuneration Committee include three independent non-executive directors, namely, Mr. Li Kuo Hsing (Chairman of the Remuneration Committee), Mr. Hong Po Kui, Martin and Ms. Hui Yat Lam.

The Remuneration Committee has held one meeting to consider and approve (i) the remuneration of the Directors, (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:

Name of Remuneration Committee members	薪酬委員會成員姓名	Attendance at Remuneration Committee meeting 薪酬委員會出席次數	Attendance rate 出席率
Mr. Li Kuo Hsing	李國興先生	1/1	100%
Mr. Hong Po Kui, Martin	康寶駒先生	1/1	100%
Ms. Hui Yat Lam	許一嵐女士	1/1	100%

## 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.

薪酬委員會之成員包括三名獨立非執行董事李國興先生(薪酬委員會主席)、康寶駒先生及許一嵐女士。

薪酬委員會已舉行一次會議，以考慮及批准(i)董事之薪酬；(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。

## Responsibility of Preparation of the Financial Statements

The Directors acknowledge their responsibility of preparing the financial statements of the Company. As at 31 March 2010, the Directors are not aware of any material uncertainties or events which may have a significant impact on the Company's ability to operate as an on-going concern. Accordingly, the Directors have prepared the financial statements of the Company on an on-going concern basis. The responsibility of the auditors with respect to financial reporting are set out in the Report of the Auditors in this annual report.

## Internal Control Systems

The Company has conducted a review of its system of internal control periodically to ensure an effective and adequate internal control system exists. The Company convened meeting periodically to discuss financial, operational and risk management control. The Directors consider that the Company has implemented a series of procedures for safeguarding the Company's assets against unauthorised use or misappropriation, maintaining accounting records properly and ensuring the reliability of financial information.

## Communication with Shareholders

The Board is committed to maintaining an ongoing and transparent communication with all shareholders. The Company has disclosed all necessary information to the shareholders in accordance with the GEM Listing Rules and through various communication channels, including annual and extraordinary general meetings, annual and quarterly reports, press announcements and circulars to update the shareholders on the Group's business developments and financial performance. Such information is also available on the Company's website: <http://www.sausantong.com>.

## 編製財務報表之責任

董事確認彼等有責任編製本公司之財務報表。於二零一零年三月三十一日，董事並不知悉任何可能嚴重影響本公司持續經營能力之重大不明朗因素或事件。因此，董事已按持續經營基準編製本公司之財務報表。核數師有關財務申報之責任載於本年報核數師報告內。

## 內部監控制度

本公司已定期檢討其內部監控制度，以確保已具備有效及足夠之內部監控制度。本公司定期召開會議商討財務、經營及風險管理監控。董事認為本公司已實施一系列程序保障本公司之資產免遭未經授權使用或挪用，並妥善存置會計紀錄及確保財務資料之可靠性。

## 股東通訊

董事會致力維持與全體股東持續及透明的溝通。本公司已根據創業板上市規則向股東披露所有必需資料，並透過多種通訊渠道，包括股東週年大會及股東特別大會、年報及季度報告以及各類通告、公告及通函，以向股東更新本集團業務發展及財務表現的信息。該類信息亦載於本公司網站：<http://www.sausantong.com>。

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 March 2010.

Sau San Tong Holdings Limited (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.

### Principal Activities

The principal activity of the Company is investment holding. The principal activities and particulars of the subsidiaries and jointly controlled entities are set out in notes 15 and 16 to the financial statements.

The Group is principally engaged in the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products and sale of other health and beauty products. 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.

### Financial Statements

The loss of the Group for the year ended 31 March 2010, and the state of the Company's and the Group's affairs as at that date, are set out in the financial statements on pages 42 to 138.

### Transfer of Reserves

Loss attributable to equity shareholders of HK\$24,957,000 (2009: HK\$30,651,000) has been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity on page 47.

The Directors do not recommend the payment of a dividend in respect of the year ended 31 March 2010 (2009: Nil).

董事謹此提呈截至二零一零年三月三十一日止年度之董事會報告及經審核財務報表。

修身堂控股有限公司(「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。

### 主要業務

本公司之主要業務是投資控股。主要業務及附屬公司及共同控制實體詳情載於財務報表附註15及16。

本集團主要從事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以及銷售其他保健及美容產品。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。

### 財務報表

本集團截至二零一零年三月三十一日止年度之虧損，以及本公司與本集團於該日之財務狀況載於第42至第138頁之財務報表內。

### 儲備轉撥

權益持有人應佔虧損24,957,000港元(二零零九年：30,651,000港元)已轉撥至儲備。儲備之其他變動載於第47頁之綜合權益變動表。

董事並不建議就截至二零一零年三月三十一日止年度派付股息(二零零九年：無)。



## 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 4. 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 13 to the financial statements on page 89.

## Share Capital

Details of the movements in share capital of the Company during the year are set out in note 28(c) to the financial statements.

## Distributable Reserves

Pursuant to the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and reserved) of the Cayman Islands, share premium and contributed surplus of the Company are distributable to the shareholders. As at 31 March 2010, the Company has no reserves available for distribution to shareholders.

## Segment Information

The segment information of the Group for the year ended 31 March 2010 is set out in note 12 to the financial statements on pages 86 to 88.

## 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 27 to the financial statements on pages 111 to 114.

## 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4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89頁之財務報表附註13。

## 股本

本公司股本年內之變動詳情載於財務報表附註28(c)。

## 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。於二零一零年三月三十一日, 本公司並無可分派予股東之儲備。

## 分類資料

本集團截至二零一零年三月三十一日止年度之分類資料載於第86至第88頁之財務報表附註12。

## 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111至第114頁之財務報表附註27。

## 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

### Independent Non-Executive Directors

Mr. Hong Po Kui, Martin  
Mr. Li Kuo Hsing  
Ms. Hui Yat Lam

In accordance with Article 87 of the Company's Articles of Association, Mr. Li Kuo Hsing and Ms. Hui Yat Lam 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 Ms. Hui Yat Lam 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 22 to 23.

## 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  
張嘉恆先生

### 獨立非執行董事

康寶駒先生  
李國興先生  
許一嵐女士

根據本公司組織章程細則第87條，李國興先生及許一嵐女士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、李國興先生及許一嵐女士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22至第23頁。

## 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.

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 2009 with the term being renewed for a further term of one year commencing from 1 August 2009. Save for a total fee of approximately HK\$130,000 for all of them for the year ended 31 March 2010, the Independent Non-Executive Directors are not entitled to any other remuneration.

## Directors' Interests in Contracts

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.

## 董事之服務合約

張玉珊博士及張嘉恆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向另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十二個月內任何時間屆滿。

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本集團之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二零零九年七月三十一日屆滿，而有關年期已獲續訂一年，由二零零九年八月一日起計。除於截至二零一零年三月三十一日止年度支付予彼等全體之袍金合共約130,000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

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。



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

As at 31 March 2010, 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:

**董事及主要行政人員於股份之權益及淡倉**

於二零一零年三月三十一日，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 Directors 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	44,760,000 (Note 1) (附註1)	30,021,000	74,781,000	25.13%

Note 1:

The 44,760,000 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.

附註1：

該44,760,000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。

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\$2.436 2.436 港元	1,050,898	0.35%
Mr. Cheung Ka Heng, Frankie 張嘉恆先生	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\$2.436 2.436 港元	1,050,898	0.35%

*Note 1:*

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

As a result of the completions of open offer and share consolidation of the Company on 23 September 2009 and 12 February 2010, the number of share options and the subscription prices have been adjusted in accordance with the requirements of Rule 23.03(13) of the GEM Listing Rules and the supplementary guidance issued by The Stock Exchange of Hong Kong Limited on 5 September 2005.

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以實物結算股本衍生工具之好倉。

由於本公司之公開發售及股份合併分別於二零零九年九月二十三日及二零一零年二月十二日完成，購股權數目及認購價已根據創業板上市規則第 23.03(13) 條及香港聯合交易所有限公司於二零零五年九月五日頒佈之補充指引所載之規定作出調整。

Save as disclosed above, as at 31 March 2010, none of the Directors or chief executive of the Company or their respective associates has any personal, family, corporate or other interests or short positions in the Shares of the Company or its associated (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are required to be notified to the Company and the Exchange.

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

As at 31 March 2010, so far was known to any Directors or chief executive of the Company, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

Long position in Shares:

Substantial shareholder 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	44,760,000	15.04%	—
Dr. Cheung Yuk Shan, Shirley 張玉珊博士	Beneficial owner 實益擁有人	30,021,000	10.09%	1,050,898
GEM Hero Investments Limited	Beneficial owner 實益擁有人	43,200,000	14.52%	—

除上文所披露者外，於二零一零年三月三十一日，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條所述本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。

### 主要股東於股份之權益及淡倉

於二零一零年三月三十一日，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：

Saved as disclosed above, as at 31 March 2010, no person, other than the Directors of the Company and the chief executive of the Group whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Position in Shares" above, has registered an interest or short position in the share capital, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the heading "Directors' and Chief Executive's Interests and Short Positions in Shares" above, at no time during the 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.

### 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.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float in accordance with the GEM listing rules.

除上文所披露者外，於二零一零年三月三十一日，除本公司董事及本集團主要行政人員(其權益載於上文「董事及主要行政人員於股份之權益及淡倉」一節中)外，概無任何人士於本公司股本、相關股份及債券中登記擁有權益或淡倉，而須根據證券及期貨條例第336條予以記錄。

### 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。

### 競爭性權益

本公司董事、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。

### 足夠公眾持股量

據本公司公開可得之資料及董事於刊發本年報前之最後實際可行日期所知，本公司已按創業板上市規則之規定維持足夠之公眾持股量。



## Major Customers and Suppliers

During the year, purchases from the Group's five largest suppliers accounted for 86.42% (2009: 99.51%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 80.33% (2009: 97.11%). Sales to the Group's five largest customers accounted for 20.49% (2009: 27.23%) 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.

## Charitable Donations

Charitable donations made by the Group during the year amounted to approximately HK\$183,000 (2009: HK\$368,000).

## 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.

## 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 the annual report. The audit committee has reviewed the consolidated financial statements of the Group for the year ended 31 March 2010.

## 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86.42%（二零零九年：99.51%），而自當中最大供應商之採購達80.33%（二零零九年：97.11%）。本集團之五大客戶之銷售佔其年度總銷售額之20.49%（二零零九年：27.23%）。

本公司董事或其任何聯繫人士或任何股東（就董事所深知，彼等擁有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。

## 慈善捐款

本集團於年內撥出之慈善捐款達約183,000港元（二零零九年：368,000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。

## 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。審核委員會已審閱本集團截至二零一零年三月三十一日止之全年綜合財務報表。

## Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Director 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, 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

Baker Tilly Hong Kong Limited was first appointed as auditors of the Company in 2008 upon the resignation of CCIF CPA Limited.

Baker Tilly Hong Kong Limited retire and, being eligible offer themselves for reappointment. A resolution for re-appointment of Baker Tilly Hong Kong Limited as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

**Cheung Yuk Shan, Shirley**  
*Chairman*

Hong Kong, 14 June 2010

## 有關董事進行證券交易之行為守則

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，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

因陳葉馮會計師事務所有限公司辭任，香港天華會計師事務所有限公司於二零零八年首次獲委任為本公司之核數師。

香港天華會計師事務所有限公司任滿告退，但合資格並表示願意應聘連任。本公司將於應屆股東週年大會上提呈一項決議案，續聘香港天華會計師事務所有限公司為本公司核數師。

代表董事會

*主席*  
**張玉珊**

香港，二零一零年六月十四日



**BAKER TILLY**  
HONG KONG LIMITED  
CERTIFIED PUBLIC ACCOUNTANTS

香港天華會計師事務所有限公司

12th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong  
香港干諾道中168-200號信德中心招商局大廈12樓

**Independent auditor's report to the shareholders of  
Sau San Tong Holdings Limited**  
修身堂控股有限公司  
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Sau San Tong Holdings Limited (the "Company") set out on pages 42 to 138, which comprise the consolidated and company balance sheets as at 31 March 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

## Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made 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.

**致修身堂控股有限公司**  
(於開曼群島註冊成立之有限公司)  
全體股東之獨立核數師報告

本核數師(以下簡稱「我們」)已審核列載於第42至第138頁修身堂控股有限公司(以下簡稱「貴公司」)之綜合財務報表,此綜合財務報表包括於二零一零年三月三十一日之綜合及公司資產負債表以及截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策之概要及其他附註解釋。

## 董事對財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定編製並真實而公平地呈列該等財務報表。此責任包括設計、實行及維持與編製並真實而公平地呈列財務報表相關之內部監控,以使財務報表並不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇並應用適當會計政策;及按情況下作出合理之會計估計。

## 核數師之責任

我們的責任是根據我們的審核對該等財務報表作出意見。本報告僅向整體股東報告,除此以外,我們的報告不可用作其他用途。我們概不就本報告內容,對任何其他人士負責或承擔法律責任。

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of the affairs of the Company and of the Group as at 31 March 2010 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Baker Tilly Hong Kong Limited**

*Certified Public Accountants*

Hong Kong, 14 June 2010

### **Chan Kwan Ho, Edmond**

Practising certificate number P02092

我們已按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求我們遵守道德規範，並策劃及進行審核工作，以就財務報表是否存有重大錯誤陳述，作出合理之確定。

審核工作涉及進行程序，以取得財務報表所載有關金額及披露事項之審核憑證。所選取之程序取決於核數師之判斷，包括評估財務報表存有由於欺詐或錯誤而導致的重大錯誤陳述之風險。在作出該等風險評估時，核數師考慮與實體編製並真實而公平地呈列之財務報表相關之內部監控，以因應不同情況設計適當審核程序，惟並非旨在就實體內部監控是否有效作出意見。審核工作亦包括評估董事所採用之會計政策是否適當及所作出之會計估計是否合理，並對財務報表之整體呈列方式作出評估。

我們相信，我們已獲得充分恰當之審核憑證，以為我們之審核意見提供基礎。

## 意見

我們認為，根據香港財務報告準則，綜合財務報表真實而公平地反映 貴公司與 貴集團於二零一零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。

### **香港天華會計師事務所有限公司**

*執業會計師*

香港，二零一零年六月十四日

### **陳鈞浩**

執業證書編號 P02092



# CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March 2010 截至二零一零年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>	4	<b>470,725</b>	437,916
Cost of sales	銷售成本		<b>(389,006)</b>	(359,450)
<b>Gross profit</b>	<b>毛利</b>		<b>81,719</b>	78,466
Other revenue	其他收益	5	<b>2,254</b>	1,418
Other net loss	其他虧損淨額	5	<b>(83)</b>	(181)
Selling and distribution costs	銷售及分銷成本		<b>(61,211)</b>	(63,081)
General and administrative expenses	一般及行政開支		<b>(50,957)</b>	(45,186)
<b>Loss from operations</b>	<b>經營虧損</b>		<b>(28,278)</b>	(28,564)
Finance costs	融資成本	6(a)	<b>(1,248)</b>	(1,579)
Share of profits/(losses) of jointly controlled entities	應佔共同控制實體盈利/ (虧損)		<b>2,858</b>	(3,277)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	6	<b>(26,668)</b>	(33,420)
Income tax expense	所得稅開支	7	<b>(2,154)</b>	(1,039)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(28,822)</b>	(34,459)
<b>Attributable to:</b>	<b>歸屬於:</b>			
Equity shareholders of the Company	本公司權益持有人	10	<b>(24,957)</b>	(30,651)
Minority interests	少數股東權益		<b>(3,865)</b>	(3,808)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(28,822)</b>	(34,459)
<b>Loss per share</b>	<b>每股虧損</b>	11	<b>(10.05)</b>	(15.19)
Basic and diluted, HK cents	基本及攤薄, 港仙			

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 March 2010 截至二零一零年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(28,822)</b>	<b>(34,459)</b>
<b>Other comprehensive income for the year:</b>	<b>年內其他全面收益：</b>		
Exchange differences on translation of financial statements of overseas subsidiaries, net of nil tax	換算海外附屬公司之財務報表所產生之匯兌差額，無稅項之淨額	—	2,446
<b>Total comprehensive loss for the year</b>	<b>年內全面虧損總額</b>	<b>(28,822)</b>	<b>(32,013)</b>
<b>Attributable to:</b>	<b>歸屬於：</b>		
Equity shareholders of the Company	本公司權益持有人	<b>(24,957)</b>	(27,033)
Minority interests	少數股東權益	<b>(3,865)</b>	(4,980)
<b>Total comprehensive loss for the year</b>	<b>年內全面虧損總額</b>	<b>(28,822)</b>	<b>(32,013)</b>

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。

# CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 31 March 2010 於二零一零年三月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	13	21,177	26,529
Goodwill	商譽	14	250	250
Interests in jointly controlled entities	於共同控制實體之權益	16	2,702	2,585
			<b>24,129</b>	<b>29,364</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	7,308	5,641
Trade receivables	應收貿易款項	18	43,187	34,325
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	18	20,697	26,213
Amounts due from related parties	應收關連人士款項	19	16,478	21,502
Cash and cash equivalents	現金及現金等值物	20	39,553	29,988
			<b>127,223</b>	<b>117,669</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Bank loans, secured	銀行貸款，有抵押	21	13,626	22,546
Trade payables	應付貿易款項	22	19,191	14,508
Other payables and accrued charges	其他應付款項及應計費用	22	10,059	9,203
Amount due to a director	應付一名董事款項	23	14,306	24,836
Amount due to a related party	應付一名關連人士款項	19	887	887
Deferred income	遞延收入		12,941	15,040
Obligations under finance leases	融資租賃承擔	24	791	1,141
Current taxation	當期稅項	25(a)	393	323
			<b>72,194</b>	<b>88,484</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>55,029</b>	<b>29,185</b>
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>79,158</b>	<b>58,549</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Obligations under finance leases	融資租賃承擔	24	—	791
Deferred tax liabilities	遞延稅項負債	25(b)	3,380	2,772
			<b>3,380</b>	<b>3,563</b>
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>75,778</b>	<b>54,986</b>

# CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 31 March 2010 於二零一零年三月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	28		
Share capital	股本		59,513	9,599
Reserves	儲備		(3,748)	21,509
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益總額		55,765	31,108
Minority interests	少數股東權益		20,013	23,878
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>75,778</b>	<b>54,986</b>

Approved and authorised for issue by the board of directors on 14 June 2010.

董事會於二零一零年六月十四日批准及授權刊發。

**Cheung Yuk Shan, Shirley**

張玉珊  
Director  
董事

**Cheung Ka Heng, Frankie**

張嘉恒  
Director  
董事

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。



# BALANCE SHEET 資產負債表

At 31 March 2010 於二零一零年三月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	15	4	4
			4	4
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	15	58,614	82,798
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	18	547	908
Cash and cash equivalents	現金及現金等值物	20	14,144	1,203
			73,305	84,909
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to subsidiaries	應付附屬公司款項	15	3,540	3,852
Other payables and accrued charges	其他應付款項及應計費用	22	1,076	923
Amount due to a director	應付一名董事款項	23	14,489	25,174
			19,105	29,949
<b>Net current assets</b>	<b>流動資產淨額</b>		54,200	54,960
<b>NET ASSETS</b>	<b>資產淨額</b>		54,204	54,964
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	28		
Share capital	股本		59,513	9,599
Reserves	儲備		(5,309)	45,365
<b>TOTAL EQUITY</b>	<b>權益總額</b>		54,204	54,964

Approved and authorised for issue by the board of directors on 14 June 2010.

**Cheung Yuk Shan, Shirley**

張玉珊  
Director  
董事

董事會於二零一零年六月十四日批准及授權刊發。

**Cheung Ka Heng, Frankie**

張嘉恒  
Director  
董事

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 March 2010 截至二零一零年三月三十一日止年度

(Expressed in Hong Kong dollars) (以港元呈列)

Attributable to equity shareholders of the Company

本公司權益持有人應佔

	Note 附註	Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Share-based payment reserve 股份付款儲備 HK\$'000 千港元	The PRC statutory surplus reserve 中國法定 盈餘儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Minority interests 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 2008	於二零零八年四月一日	9,599	90,926	(3,637)	675	3,315	784	(43,521)	58,141	28,858	86,999
Changes in equity for 2009:	二零零九年之權益變動:										
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	3,618	-	-	(30,651)	(27,033)	(4,980)	(32,013)
At 31 March 2009	於二零零九年三月三十一日	9,599	90,926	(3,637)	4,293	3,315	784	(74,172)	31,108	23,878	54,986
At 1 April 2009	於二零零九年四月一日	9,599	90,926	(3,637)	4,293	3,315	784	(74,172)	31,108	23,878	54,986
Changes in equity for 2010:	二零一零年之權益變動:										
Issues of shares	發行股份 28(c)(iii)	49,914	1,920	-	-	-	-	-	51,834	-	51,834
Share issue expenses	股份發行開支 28(c)(iii)	-	(2,220)	-	-	-	-	-	(2,220)	-	(2,220)
Cancellation of share options	註銷購股權	-	-	-	-	(142)	-	142	-	-	-
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	-	(24,957)	(24,957)	(3,865)	(28,822)
At 31 March 2010	於二零一零年三月三十一日	59,513	90,626	(3,637)	4,293	3,173	784	(98,987)	55,765	20,013	75,778

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。

# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 March 2010 截至二零一零年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>			
Loss before taxation	除稅前虧損		(26,668)	(33,420)
Adjustments for:	經以下調整:			
— Interest income	— 利息收入	5	(194)	(141)
— Depreciation	— 折舊	6(c)	10,836	10,578
— Impairment losses on trade receivables, other receivables, deposits paid and amounts due from related parties	— 應收貿易款項、其他應收款項、已收按金及應收關連人士款項減值虧損	6(c)	9,386	4,134
— Write-off of other receivables	— 其他應收款項撇銷	6(c)	1,013	2,002
— Reversal of impairment loss on trade receivables	— 應收貿易款項減值虧損撥回	5	(233)	(185)
— Net loss on disposal of property, plant and equipment	— 出售物業、機器及設備之虧損淨額	5	1,665	124
— Finance costs	— 融資成本	6(c)	1,248	1,579
— Share of (profits)/losses of jointly controlled entities	— 應佔共同控制實體(盈利)/虧損		(2,858)	3,277
— Foreign exchange (gain)/loss, net	— 匯兌(收益)/虧損, 淨額		(17)	3,322
<b>Operating loss before changes in working capital</b>	<b>營運資金變動前之經營虧損</b>		<b>(5,822)</b>	<b>(8,730)</b>
(Increase)/decrease in inventories	存貨(增加)/減少		(1,667)	1,048
(Increase)/decrease in trade receivables	應收貿易款項(增加)/減少		(8,629)	950
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加		(800)	(3,325)
Decrease in amounts due from related parties	應收關連人士款項減少		941	1,698
Increase/(decrease) in trade payables	應付貿易款項增加/(減少)		4,683	(496)
Increase/(decrease) in other payables and accrued charges	其他應付款項及應計費用增加/(減少)		856	(12,496)
Decrease in deferred income	遞延收入減少		(2,099)	(3,070)
Increase in amount due to a related party	應付一名關連人士款項增加		—	887
<b>Cash used in operations</b>	<b>用於經營業務之現金</b>		<b>(12,537)</b>	<b>(23,534)</b>
Tax paid	已付稅項			
— PRC Enterprise Income Tax paid	— 已付中國企業所得稅		(1,476)	(1,210)
Interest received	已收利息		194	141
<b>Net cash used in operating activities</b>	<b>用於經營活動之現金淨額</b>		<b>(13,819)</b>	<b>(24,603)</b>

# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 March 2010 截至二零一零年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Investing activities</b>	<b>投資活動</b>			
Repayment from/(advancement to) jointly controlled entities	共同控制實體還款／(向共同控制實體墊付之款項)		2,746	(5,884)
Payment for the purchase of property, plant and equipment	購買物業、機器及設備之付款		(7,209)	(14,828)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項		60	594
<b>Net cash used in investing activities</b>	<b>用於投資活動之現金淨額</b>		<b>(4,403)</b>	<b>(20,118)</b>
<b>Financing activities</b>	<b>融資活動</b>			
Issues of shares, net of expenses	發行股份，扣除開支	28(a)	49,614	—
Repayment of bank loans	償還銀行貸款		(112,860)	(112,525)
Proceeds from new bank loans	新增銀行貸款之所得款項		103,952	112,940
(Repayment to)/advancement from a director	向一名董事(還款)／墊付之款項		(10,530)	24,836
Inception of finance leases	新訂融資租賃		—	2,300
Capital element of finance lease rentals paid	已付融資租賃租金之資本部分		(1,141)	(670)
Interest element of finance lease rentals paid	已付融資租賃租金之利息部分		(67)	(30)
Other borrowing costs paid	已付其他借貸成本		(1,181)	(1,549)
Dividends paid to minority interests	已付予少數股東權益之股息		—	(2,108)
<b>Net cash generated from financing activities</b>	<b>來自融資活動之現金淨額</b>		<b>27,787</b>	<b>23,194</b>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值物增加／(減少)</b>		<b>9,565</b>	<b>(21,527)</b>
<b>Cash and cash equivalents at 1 April</b>	<b>於四月一日之現金及現金等值物</b>		<b>29,988</b>	<b>50,493</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>		<b>—</b>	<b>1,022</b>
<b>Cash and cash equivalents at 31 March</b>	<b>於三月三十一日之現金及現金等值物</b>	20	<b>39,553</b>	<b>29,988</b>

The notes on pages 50 to 138 form part of these financial statements.

第50至第138頁之附註乃此等財務報表之一部分。



## 1 Company information

Sau San Tong Holdings Limited (the “Company”) is a company 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 is domiciled in the Cayman Islands and has its registered office and principal place of business at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and 12th Floor, Prestige Tower, 23-25 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively.

## 2 Significant accounting policies

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, 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 and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

## 1 公司資料

修身堂控股有限公司(「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。

本公司以開曼群島為本籍，其註冊辦事處及主要營業地點分別位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港九龍尖沙咀彌敦道23-25號彩星中心十二樓。

## 2 主要會計政策

### (a) 遵例聲明

此等財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」，此統稱包括香港會計師公會(「香港會計師公會」)頒佈之所有個別適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。此等財務報表亦符合聯交所創業板證券上市規則(「創業板上市規則」)之適用披露條文。

## 2 Significant accounting policies (Continued)

### (a) Statement of compliance (Continued)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior periods reflected in these financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 35).

A summary of the significant accounting policies adopted by the Group is set out below.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for year ended 31 March 2010 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in jointly controlled entities.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## 2 主要會計政策(續)

### (a) 遵例聲明(續)

香港會計師公會已頒佈若干於本集團及本公司之本會計期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則。附註3提供有關首次應用該等發展(倘於本財務報表反映之本期間及過往期間與本集團有關)產生之任何會計政策變動之資料。

本集團並無應用任何本會計期間尚未生效之新訂準則或詮釋(見附註35)。

本集團採納之主要會計政策之概要載於下文。

### (b) 財務報表之編製基準

截至二零一零年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)以及本集團於共同控制實體之權益。

編製財務報表時採用之計量基準為歷史成本基準。

編製符合香港財務報告準則之財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策之應用及資產、負債及收入及開支之呈報金額。該等估計及相關假設乃根據過往經驗及在不同情況下相信為合理之多項其他因素為基礎而作出，其結果構成對無法從其他來源中容易得出之資產及負債之賬面值作出判斷之基準。實際結果可能與該等估計不同。

## 2 Significant accounting policies (Continued)

### (b) Basis of preparation of the financial statements (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 34.

### (c) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. 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 主要會計政策(續)

### (b) 財務報表之編製基準(續)

估計及相關假設會持續檢討。倘會計估計修訂僅影響該期間，則於修訂估計期間確認，或倘修訂影響現時及日後期間，則於修訂之期間及日後期間確認。

管理層於應用對財務報表有重大影響之香港財務報告準則時所作出之判斷，以及很大機會導致下一年度作出重大調整之估計於附註34論述。

### (c) 附屬公司及少數股東權益

附屬公司為受本集團控制之實體。當本集團有權控制某實體之財務及經營政策以從其業務中獲益，則存在控制權。評估控制權時，現時可行使之潛在投票權會計算在內。

於一間附屬公司之投資由持有控制權開始起綜合計入綜合財務報表內，直至控制權終止當日為止。集團內公司間之結餘及交易以及集團內公司間之交易所產生之任何未變現盈利，於編製綜合財務報表時全面抵銷。集團內公司間之交易所產生之未變現虧損按與未變現收益相同之方式抵銷，惟只限於並無證據顯示未變現虧損減值之情況。

## 2 Significant accounting policies (Continued)

### (c) Subsidiaries and minority interests (Continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 2(h)(ii)).

## 2 主要會計政策(續)

### (c) 附屬公司及少數股東權益(續)

少數股東權益指並非由本公司直接或通過附屬公司間接擁有權益之應佔附屬公司淨資產部分，而本集團並無就此與該等權益之持有人協定任何額外條款，致使本集團整體就該等權益負有符合金融負債定義之合約責任。少數股東權益須於綜合資產負債表內之權益項下與本公司權益持有人應佔權益分開列示。本集團業績內之少數股東權益按年內損益總額及全面收益或虧損總額於綜合收益表及綜合全面收益表中在少數股東權益及本公司權益持有人作出分配。

倘少數股東應佔虧損超過其應佔附屬公司之權益，則超額部分及任何其他少數股東應佔虧損於本集團之權益扣除，惟倘少數股東有具約束力責任且有能作出額外投資彌補虧損則除外。倘附屬公司其後錄得盈利，則所有該等盈利會分配予本集團之權益，直至收回以往由本集團承擔之少數股東應佔虧損為止。

本公司資產負債表內於附屬公司之投資乃按成本減減值虧損(見附註2(h)(ii))列賬。



## 2 Significant accounting policies (Continued)

### (d) Jointly controlled entities

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or Company and other parties, where the contractual arrangement establishes that the Group or Company and one or more of the other parties share joint control over the economic activity of the entity.

An investment in a jointly controlled entity is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the jointly controlled entity's net assets and any impairment loss relating to the investment (see note 2(h)). The Group's share of the post-acquisition, post-tax results of the jointly controlled entities and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition, post-tax items of the jointly controlled entities' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the jointly controlled entity. For this purpose, the Group's interest in the jointly controlled entity is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the jointly controlled entity.

## 2 主要會計政策(續)

### (d) 共同控制實體

共同控制實體為根據本集團或本公司與其他方訂立之合約安排經營之實體，而該合約安排規定本集團或本公司與一名或以上其他方對實體之經濟活動具有共同控制權。

於一間共同控制實體之投資以權益法於綜合財務報表入賬，初步按成本記賬，其後就本集團應佔共同控制實體淨資產之收購後變動及任何有關投資之減值虧損(見附註2(h))作出調整。年內本集團應佔共同控制實體之收購後、除稅後業績及任何減值虧損於綜合收益表確認，而本集團應佔共同控制實體其他全面收益之收購後、除稅後項目則於綜合全面收益表確認。

倘本集團應佔虧損超過其於共同控制實體之權益，則本集團之權益減至零，並終止確認進一步虧損，惟倘本集團已代表共同控制實體產生法定或推定責任或作出付款則除外。就此而言，本集團於共同控制實體之權益為以權益法入賬之投資賬面值連同實質上構成本集團於共同控制實體之淨投資一部分之本集團長期權益。

## 2 Significant accounting policies (Continued)

### (d) Jointly controlled entities (Continued)

Unrealised profits and losses resulting from transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### (e) Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2(h)(ii)).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On disposal of a cash generating unit or a jointly controlled entity during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### (f) Property, plant and equipment

(i) Items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 2(h)(ii)).

## 2 主要會計政策(續)

### (d) 共同控制實體(續)

本集團與其共同控制實體進行交易所產生之未變現損益以本集團於共同控制實體之權益為限抵銷，惟倘未變現虧損提供證據顯示所轉讓資產減值則除外，在該情況下，該等虧損即時於損益確認。

### (e) 商譽

商譽指業務合併成本超出本集團於所收購公司之可識別資產、負債及或然負債之公平淨值之權益之差額。

商譽按成本減累計減值虧損列賬。商譽乃分配至現金產生單位及會每年作出減值測試(見附註2(h)(ii))。

本集團於所收購公司之可識別資產、負債及或然負債之公平淨值之權益超出業務合併成本之任何差額即時在損益確認。

於年內出售現金產生單位或共同控制實體時，購入商譽應佔之任何金額於計算出售之損益時包括在內。

### (f) 物業、機器及設備

(i) 物業、機器及設備項目乃按成本減累計折舊及減值虧損(見附註2(h)(ii))列賬。

2 Significant accounting policies (Continued)

(f) Property, plant and equipment (Continued)

- (ii) Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives at the following annual rates:

Machinery	10.0% – 20.0%
Furniture and fixtures	10.0% – 33.3%
Office and computer equipment	10.0% – 20.0%
Leasehold improvements	20.0% or over the remaining terms of leases (whichever is shorter)
Motor vehicles	20.0% – 30.0%

Both the useful life of an asset and its residual value, if any, are reviewed annually.

- (iii) Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

2 主要會計政策(續)

(f) 物業、機器及設備(續)

- (ii) 折舊乃於物業、機器及設備項目之估計可使用年期按直線法以下列年率撇減其成本減估計剩餘價值(如有)計算：

機器	10.0% – 20.0%
傢俬及固定裝置	10.0% – 33.3%
辦公室及電腦設備	10.0% – 20.0%
租賃物業裝修	20.0% 或按餘下租期(以較短者為準)
汽車	20.0% – 30.0%

資產之可使用年期及其剩餘價值(如有)均會每年審閱。

- (iii) 物業、機器及設備項目於報廢或出售時所產生之盈虧，以估計出售所得款項淨額與項目賬面值之差額釐定，並於報廢或出售當日在損益內確認。

(g) 已租賃資產

倘本集團釐定安排具有在商定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃經評估安排之內容後作出，而無論安排是否具備租賃之法律形式。

2 Significant accounting policies (Continued)

(g) Leased assets (Continued)

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(f). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(h)(ii). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

2 主要會計政策(續)

(g) 已租賃資產(續)

(i) 出租予本集團之資產分類

倘本集團根據租賃持有資產而有關租賃將擁有權之絕大部分風險及回報轉讓予本集團，則有關資產分類為根據融資租賃持有。並無將擁有權之絕大部分風險及回報轉讓予本集團之租賃則分類為經營租賃。

(ii) 根據融資租賃收購之資產

倘本集團根據融資租賃收購資產之使用權，則相當於已租賃資產公平值或(倘較低)最低應付租金現值之金額計入物業、機器及設備及相應負債，扣除財務費用後列作融資租賃承擔。折舊乃如附註2(f)所載，按於相關租期或(倘本集團有可能取得該資產之擁有權)資產年期撇銷資產之成本或估值之比率作出撥備。減值虧損根據附註2(h)(ii)所載之會計政策入賬。租賃款項之內含財務費用於租期自損益扣除，以使各會計期間之承擔餘額按大約固定之週期比率扣減。或然租金於其產生之會計期間自損益扣除。



2 Significant accounting policies (Continued)

(g) Leased assets (Continued)

(iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(h) Impairment of assets

(i) Impairment of investments in equity securities and other receivables

Investment in equity securities (other than investments in subsidiaries, see note 2(h)(ii)) and other current and non-current receivables that are stated at cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;

2 主要會計政策(續)

(g) 已租賃資產(續)

(iii) 經營租賃費用

倘本集團擁有根據經營租賃持有之資產之使用權，則根據租賃作出之付款會在租期所涵蓋之會計期間內，以等額自損益扣除，惟倘有其他基準能更清楚地反映已租賃資產所產生之收益模式則除外。已收租賃獎勵於損益確認為所作出淨租賃款項總額之其中部分。或然租金於其產生之會計期間自損益扣除。

(h) 資產減值

(i) 於股本證券之投資及其他應收款項減值

本集團於各結算日檢討按成本列賬之於股本證券之投資(於附屬公司之投資除外，見附註2(h)(ii))及其他流動及非流動應收款項，以確定是否存在任何減值之客觀憑證。減值之客觀憑證包括本集團注意到以下一項或多項虧損事件之顯著數據：

- 債務人有嚴重財務困難；
- 違反合約，如未能繳付或拖欠利息或本金；

## 2 Significant accounting policies (Continued)

### (h) Impairment of assets (Continued)

#### (i) Impairment of investments in equity securities and other receivables (Continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

For investments in jointly controlled entities recognised using the equity method (see note 2(d)), the impairment loss is measured by comparing the recoverable amount of the investment as a whole with its carrying amount in accordance with note 2(h)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(h)(ii).

## 2 主要會計政策(續)

### (h) 資產減值(續)

#### (i) 於股本證券之投資及其他應收款項減值(續)

- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 於股本工具之投資之公平值大幅或長時間跌至低於其成本。

倘有任何該等憑證存在，則會按以下方式釐定及確認任何減值虧損：

就採用權益法確認之於共同控制實體之投資(見附註2(d))而言，減值虧損乃根據附註2(h)(ii)透過將整體投資之可收回金額與其賬面值比較計量。倘用以根據附註2(h)(ii)釐定可收回金額之估計出現有利變動，減值虧損即被撥回。

2 Significant accounting policies (Continued)

(h) Impairment of assets (Continued)

(i) Impairment of investments in equity securities and other receivables (Continued)

For trade and other current receivables, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2 主要會計政策(續)

(h) 資產減值(續)

(i) 於股本證券之投資及其他應收款項減值(續)

就應收貿易款項及其他應收款項而言，減值虧損乃按資產賬面值及估計未來現金流量現值之差額計算。倘貼現之影響屬重大，則以資產之原有實際利率(即初次確認此等資產時計算之實際利率)貼現估計未來現金流量現值。倘按攤銷成本列賬之金融資產具有類似風險特徵，例如類似之逾期情況及並未單獨被評估為減值，則有關之評估會同時進行。金融資產之未來現金流量會根據與被評估資產組別具有類似信貸風險特徵之資產之過往虧損情況同時進行減值評估。

倘在其後期間減值虧損數額減少，而該減少乃可客觀地與確認減值虧損後發生之事件聯繫，則減值虧損會於損益撥回。減值虧損撥回不得導致資產之賬面值超過於過往年度並無確認減值虧損而原應釐定之賬面值。

## 2 Significant accounting policies (Continued)

### (h) Impairment of assets (Continued)

#### (i) Impairment of investments in equity securities and other receivables (Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

#### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investments in subsidiaries; and
- goodwill.

## 2 主要會計政策(續)

### (h) 資產減值(續)

#### (i) 於股本證券之投資及其他應收款項減值(續)

減值虧損直接與相應資產進行撇銷，惟就應收貿易款項及其他應收款項所確認之減值虧損而言，其可收回性被視為可疑但並非可能性極低則除外。在此情況下，呆賬之減值虧損使用撥備賬記賬。當本集團信納可收回性極低時，被視為不可收回之金額直接與應收貿易款項及其他應收款項撇銷，而任何與該債務有關而於撥備賬內持有之金額亦會撥回。其後收回過去計入撥備賬之金額會在撥備賬撥回。撥備賬之其他變動及其後收回過去直接撇銷之金額於損益確認。

#### (ii) 其他資產之減值

於各結算日均會檢討內部及外部資訊來源，以確定是否有跡象顯示以下資產可能出現減值或(倘屬商譽則除外)過去確認之減值虧損不再存在或可能有所減少：

- 物業、機器及設備；
- 於附屬公司之投資；及
- 商譽。



## 2 Significant accounting policies (Continued)

### (h) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### — 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).

## 2 主要會計政策(續)

### (h) 資產減值(續)

#### (ii) 其他資產之減值(續)

倘出現任何該等跡象，即估計資產之可收回金額。此外，就商譽而言，須每年估計可收回金額，以釐定有否任何減值跡象。

#### — 計算可收回金額

資產之可收回金額為其淨售價與使用價值兩者之較高者。在評估使用價值時，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估計。凡資產並非完全獨立於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資產組別(現金產生單位)而釐定。

## 2 Significant accounting policies (Continued)

### (h) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

##### — Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

##### — Reversals of impairment losses

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

A reversal of an 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 profit or loss in the year in which the reversals are recognised.

## 2 主要會計政策(續)

### (h) 資產減值(續)

#### (ii) 其他資產之減值(續)

##### — 確認減值虧損

當資產(或其所屬之現金產生單位)之賬面值高於其可收回金額時，則在損益確認減值虧損。就現金產生單位確認之減值虧損會作出分配，首先減少已分配至該現金產生單位(或該組單位)之任何商譽之賬面值，然後按比例減少該單位(或該組單位)之其他資產之賬面值，惟資產之賬面值不得減至低於其個別公平值減出售成本或使用價值(如能釐定)。

##### — 減值虧損撥回

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有利變動，減值虧損即被撥回。商譽之減值虧損不得撥回。

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原應釐定之資產賬面值。減值虧損撥回於確認撥回之年度計入損益。

## 2 Significant accounting policies (Continued)

### (i) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (j) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (see note 2(h)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

## 2 主要會計政策(續)

### (i) 存貨

存貨按成本及可變現淨值兩者之較低者入賬。

成本按先入先出法計算，並包括所有購買成本、轉換成本及使存貨達致其現有位置及狀況所產生之其他成本。

可變現淨值指日常業務過程中之估計售價減估計完成成本及作出銷售所需之估計成本。

當出售存貨時，該等存貨之賬面值於有關收益確認之期間確認為開支。任何撇減存貨至可變現淨值及存貨之所有虧損於撇減或產生虧損之期間內確認為開支。撇減存貨之任何撥回金額於撥回期間內以存貨減少金額確認為開支。

### (j) 應收貿易款項及其他應收款項

應收貿易款項及其他應收款項初步以公平值確認，其後按攤銷成本減呆賬減值撥備(見附註2(h)(i))列賬，除非應收款項乃向關連人士作出、並無任何固定還款期或貼現之影響不大之免息貸款則除外。在該等情況下，應收款項按成本減呆賬減值撥備列賬。

## 2 Significant accounting policies (Continued)

### (k) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### (l) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(p)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and deposits with banks 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.

## 2 主要會計政策(續)

### (k) 附息借貸

附息借貸初步按公平值減應佔交易成本確認。於初步確認後，附息借貸按攤銷成本列賬，初步確認金額與贖回價值兩者之任何差額，連同任何應付利息及費用，採用實際利率法在借貸期間於損益內確認。

### (l) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項初步按公平值確認，惟根據附註2(p)(i)計量之財務擔保負債除外，應付貿易款項及其他應付款項其後按攤銷成本列賬，除非貼現之影響不大，則在該情況下按成本列賬。

### (m) 現金及現金等值物

現金及現金等值物包括可隨時兌換為已知數額現金、其價值變動風險不大，且自取得起三個月內到期之銀行及手頭現金以及銀行存款。



## 2 Significant accounting policies (Continued)

### (n) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a mandatory provident fund scheme in Hong Kong and defined contribution government pension schemes in The People's Republic of China (the "PRC").

Contributions to mandatory provident fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in profit or loss as incurred.

The employees in the PRC are members of the retirement benefit scheme organised by the government in the PRC. The Group is required to contribute, based on a certain percentage of payroll, to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. Contributions to this retirement benefit scheme are recognised as an expense in profit or loss as incurred except to the extent that they are included in the cost of inventories at the balance sheet date.

## 2 主要會計政策(續)

### (n) 僱員福利

#### (i) 短期僱員福利及界定供款退休計劃之供款

薪金、年度花紅、有薪年假、界定供款退休計劃之供款及非貨幣福利之成本於僱員提供相關服務之年度內累計。倘付款或清償遞延而其影響重大，則該等款項按現值列賬。

本集團於香港設有強制性公積金計劃，並於中華人民共和國（「中國」）設有界定供款政府退休金計劃。

根據香港強制性公積金計劃條例規定，向強制性公積金作出之供款於產生時在損益確認為開支。

於中國之僱員為中國政府營辦之退休福利計劃之成員。本集團須按薪資之若干百分比向退休福利計劃作出供款，為福利提供資金。本集團有關退休福利計劃之唯一責任是根據計劃作出所需供款。向該退休福利計劃作出之供款於產生時在損益確認為開支，惟以於結算日已計入存貨成本者為限。

## 2 Significant accounting policies (Continued)

### (n) Employee benefits (Continued)

#### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share-based payment reserve within equity. The fair value is measured at grant date using the Black Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to accumulated losses).

## 2 主要會計政策(續)

### (n) 僱員福利(續)

#### (ii) 股份付款

向僱員授出之購股權之公平值確認為僱員成本，而相應增加會於權益內之股份付款儲備內確認。公平值於授出日期使用畢蘇模式，經考慮購股權授出之條款及條件後計量。倘僱員須符合歸屬條件方可無條件享有該等購股權，則購股權之估計總公平值會於考慮購股權歸屬之可能性後在歸屬期內攤分。

於歸屬期內，將會檢討預期會歸屬之購股權數目。任何對過往年度確認之累計公平值所作之相應調整會在檢討年度之損益內扣除／計入，除非原有僱員開支合資格確認為資產，則相應調整會於股份付款儲備反映。在歸屬日，確認為開支之金額會作出調整，以反映歸屬之實際購股權數目(相應調整會於股份付款儲備反映)，惟沒收僅由於未能符合與本公司股份市價有關之歸屬條件則除外。權益金額於股份付款儲備內確認，直至購股權獲行使(轉撥至股份溢價賬時)或購股權屆滿(直接撥回累計虧損內)為止。

## 2 Significant accounting policies (Continued)

### (o) Income tax

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.
- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

## 2 主要會計政策(續)

### (o) 所得稅

- (i) 年內所得稅包括當期稅項及遞延稅項資產及負債之變動。當期稅項及遞延稅項資產及負債之變動於損益確認，惟倘與其他全面收益確認或直接於權益確認之項目有關，則在該情況下，有關稅額分別於其他全面收益或直接於權益確認。
- (ii) 當期稅項為根據年內應課稅收入採用於結算日已頒佈或大致上已頒佈之稅率計算之預期應付稅項，以及就過往年度之應付稅項作出之任何調整。
- (iii) 遞延稅項資產及負債乃分別自可扣稅及應課稅暫時差額產生，有關差額為作財務報告用途之資產及負債賬面值與其稅基之間之差額。遞延稅項資產亦自未動用稅項虧損及未動用稅項抵免產生。

## 2 Significant accounting policies (Continued)

### (o) Income tax (Continued)

#### (iii) (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 2 主要會計政策(續)

### (o) 所得稅(續)

#### (iii) (續)

除若干有限例外情況，倘可能有未來應課稅盈利以供使用資產抵銷，則確認所有遞延稅項負債及所有遞延稅項資產。可支持確認可扣稅暫時差額所產生之遞延稅項資產之未來應課稅盈利包括因撥回現有應課稅暫時差額所產生者，惟該等差額必須與同一稅務機關及同一應課稅實體有關，並預期會在預期撥回可扣稅暫時差額之同一期間或遞延稅項資產所產生之稅項虧損可向後期或前期結轉之期間撥回。在釐定現有應課稅暫時差額是否支持確認未動用之稅項虧損及抵免所產生之遞延稅項資產時，會採用上述同一準則，即倘該等差額與同一稅務機關及同一應課稅實體有關，並預期會在可使用上述稅項虧損或抵免之期間內撥回，有關遞延稅項資產即須確認。



2 Significant accounting policies (Continued)

(o) Income tax (Continued)

(iii) (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 主要會計政策(續)

(o) 所得稅(續)

(iii) (續)

確認遞延稅項資產及負債之有限例外情況為不可扣稅商譽產生之暫時差額，初步確認並不影響會計或應課稅盈利之資產或負債(須不屬業務合併之一部分)之暫時差額，以及與於附屬公司之投資有關之暫時差額，就應課稅差額而言，只限於本集團可控制撥回時間，且在可見將來不大可能撥回之差額，而就可扣稅差額而言，則只限於可能在將來撥回之差額。

已確認遞延稅項金額乃根據有關資產及負債之賬面值變現或清償之預定模式，採用於結算日已頒佈或大致上已頒佈之稅率計量。遞延稅項資產及負債不予貼現。

遞延稅項資產之賬面值於各結算日進行檢討，倘不再可能有足夠應課稅盈利以供動用有關稅項利益，則遞延稅項資產之賬面值予以減少。任何減少數額在可能有足夠應課稅盈利時撥回。

分派股息所產生之額外所得稅於確認支付有關股息之負債時確認。

## 2 Significant accounting policies (Continued)

### (o) Income tax (Continued)

(iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 2 主要會計政策(續)

### (o) 所得稅(續)

(iv) 當期稅項結餘及遞延稅項結餘以及其變動，均各自分開呈列及不會互相抵銷。當期稅項資產和遞延稅項資產只會在本公司或本集團有合法權利以當期稅項資產抵銷當期稅項負債，並且符合以下附帶條件之情況下方可以分別抵銷當期稅項負債及遞延稅項負債：

- 當期稅項資產及負債：本公司或本集團計劃按淨額基準結算，或在變現資產之同時清償負債；或
- 遞延稅項資產及負債：該等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
  - 同一應課稅實體；或
  - 不同應課稅實體，該等實體計劃在預期有大額遞延稅項負債清償或遞延稅項資產收回之每個未來期間按淨額基準變現當期稅項資產及清償當期稅項負債或在變現資產之同時清償負債。

2 Significant accounting policies (Continued)

(p) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within other payables and accrued charges. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2(p)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in other payables and accrued charges in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

2 主要會計政策(續)

(p) 已發出之財務擔保、撥備及或然負債

(i) 已發出之財務擔保

財務擔保為規定發行人(即擔保人)須由於個別債務人未有根據債務工具之條款於到期時支付款項，而作出特定付款以償付擔保受益人(「持有人」)所產生虧損之合約。

倘本集團發出財務擔保，則擔保之公平值(即交易價，除非公平值可以其他方法可靠估計)初步確認為應付貿易款項及應計費用之遞延收入。倘就發出擔保而收取或應收代價，則該代價乃根據本集團適用於該類資產之政策予以確認。倘並無收取或應收代價，則於初步確認任何遞延收入時即時確認為開支。

初步確認為遞延收入之擔保金額於擔保年期內在損益確認為已發出財務擔保之收入。此外，倘及當出現下列情況，則根據附註2(p)(ii)確認撥備：(i) 擔保之持有人很可能要求本集團履行擔保，及(ii) 預期向本集團申索之金額超過與擔保有關之應付貿易款項及其他應計費用之賬面值(即初步確認之金額)減累計攤銷。

## 2 Significant accounting policies (Continued)

### (p) Financial guarantees issued, provisions and contingent liabilities (Continued)

#### (ii) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company 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 expenditure expected to settle the obligation.

Where it is not probable that an 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 also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 2 主要會計政策(續)

### (p) 已發出之財務擔保、撥備及或然負債(續)

#### (ii) 撥備及或然負債

當本集團或本公司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則作別論。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可確認，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 Significant accounting policies (Continued)**

**(q) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

**(i) Sale of goods**

Revenue from the distribution sale of cosmetic and skin care products and the sale of other health and beauty products is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

**(ii) Revenue from the provision of beauty and slimming services**

Revenue from the provision of beauty and slimming services is recognised in profit or loss in proportion to the stage of completion of the service contract. Revenue is also recognised in profit or loss in respect of the deferred income upon expiry of the service contract.

**(iii) Management and consultancy fee income**

Management and consultancy fee income is recognised when services are rendered.

**(iv) Interest income**

Interest income is recognised as it accrues using the effective interest method.

**2 主要會計政策(續)**

**(q) 收益之確認**

收益乃按已收或應收代價之公平值計量。倘經濟利益有可能流入本集團，而收益及成本(如適用)能可靠地計量時，則收益於損益確認如下：

**(i) 銷售貨品**

來自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於貨品付運至客戶之物業時(即客戶被視為已接納貨品及擁有權之相關風險及回報時)確認。收益不包括增值稅或其他銷售稅，並已扣減任何貿易折扣。

**(ii) 來自提供美容及纖體服務之收益**

來自提供美容及纖體服務之收益按服務合約之完成比例於損益確認。收益亦於服務合約屆滿時就遞延收入於損益確認。

**(iii) 管理及諮詢費收入**

管理及諮詢費收入於提供服務時確認。

**(iv) 利息收入**

利息收入於採用實際利率法累計時確認。

## 2 Significant accounting policies (Continued)

### (r) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transactions dates.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate the applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (s) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred.

## 2 主要會計政策(續)

### (r) 外幣換算

年內之外幣交易按交易日之匯率換算。以外幣結算之貨幣資產及負債按結算日之匯率換算。匯兌盈虧於損益確認。按歷史成本以外幣計量之非貨幣資產及負債採用交易日之匯率換算。

外幣業績乃按與交易日之匯率相若之匯率換算為港元。資產負債表項目(包括因綜合於二零零五年一月一日或之後收購之海外業務之賬目而產生之商譽)按結算日之匯率換算為港元。所產生之匯兌差額於其他全面收益確認，並於權益中匯兌儲備分開累計。因綜合於二零零五年一月一日前收購之海外業務之賬目而產生之商譽按收購海外業務當日適用之匯率換算。

於出售海外業務時，有關該海外業務之累計匯兌差額由權益重新分類為損益。

### (s) 借貸成本

借貸成本於產生期間於損益列支。

## 2 Significant accounting policies (Continued)

### (t) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

## 2 主要會計政策(續)

### (t) 關連人士

就此等財務報表而言，下列人士被視為與本集團有關連：

- (i) 該方有能力直接或間接透過一間或多間中介公司控制本集團，或對本集團之財務及經營政策之決策施加重大影響，或共同控制本集團；
- (ii) 本集團及該方受共同控制；
- (iii) 該方為本集團之聯繫人士或合營企業，而本集團為合營夥伴；
- (iv) 該方為本集團之主要管理人員或本集團之母公司，或為該人士之近親，或受該人士控制、共同控制或受重大影響之實體；
- (v) 該方為(i)所述人士之近親或受該人士控制、共同控制或受重大影響之實體；或
- (vi) 該方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。

個人之近親為於彼等與實體進行買賣時預期可影響該人士或受該人士影響之家庭成員。

## 2 Significant accounting policies (Continued)

### (u) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 3 Changes in accounting policies

The HKICPA has issued one new HKFRS, a number of amendments to HKFRSs and new Interpretations that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 8, Operating segments
- HKAS 1 (revised 2007), Presentation of financial statements
- HKAS 23 (revised 2007), Borrowing costs
- Improvements to HKFRSs (2008)

## 2 主要會計政策(續)

### (u) 分類報告

財務報表所呈報之經營分類及各分類項目之款項乃於為分配資源予本集團不同業務及地域以及評核該等業務及地域之表現而定期向本集團最高級行政管理人員提供之財務資料中確認。

就財務報告而言，個別重大經營分類不會合併，惟分類間有類似經濟特點及在產品及服務性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外。倘並非個別重大之經營分類符合大部分此等準則，則該等經營分類可能合併處理。

## 3 會計政策變動

香港會計師公會已頒佈一項新訂香港財務報告準則、若干香港財務報告準則之修訂及新詮釋，並於本集團及本公司之本會計期間生效。其中，以下發展與本集團之財務報表有關：

- 香港財務報告準則第8號「經營分類」
- 香港會計準則第1號(二零零七年經修訂)「財務報表之呈列」
- 香港會計準則第23號(二零零七年經修訂)「借貸成本」
- 香港財務報告準則之改進(二零零八年)



### 3 Changes in accounting policies (Continued)

- Amendments to HKFRS 7, Financial instruments: Disclosures — improving disclosures about financial instruments
- Amendments to HKAS 27, Consolidated and separate financial statements — cost of an investment in a subsidiary, jointly controlled entity or associate
- Amendments to HKFRS 2, Share-based payment — vesting conditions and cancellations

Except for HKAS 1 (revised 2007) as described below, the adoption of these new and revised HKFRSs have no significant impact on the Group's financial statements.

As a result of the adoption of HKAS 1 (revised 2007), details of changes in equity during the period arising from transactions with equity shareholders in their capacity as such have been presented separately from all other income and expenses in a revised consolidated statement of changes in equity. All other items of income and expense are presented in the consolidated income statement, if they are recognised as part of profit or loss for the period, or otherwise in a new primary statement, the consolidated statement of comprehensive income. Corresponding amounts have been restated to conform to the new presentation. This change in presentation has no effect on reported profit or loss, total income and expense or net assets for any period presented.

### 3 會計政策變動(續)

- 香港財務報告準則第7號修訂本「金融工具：披露 — 有關金融工具之改善披露」
- 香港會計準則第27號修訂本「綜合及獨立財務報表 — 於附屬公司、共同控制實體或聯營公司之投資成本」
- 香港財務報告準則第2號修訂本「股份付款 — 歸屬條件及註銷」

除下文所述之香港會計準則第1號(二零零七年經修訂)外，採納此等新訂及經修訂香港財務報告準則並無對本集團之財務報表構成重大影響。

由於採納香港會計準則第1號(二零零七年經修訂)，期內與權益持有人以其有關身份進行之交易所產生之權益變動詳情已與所有其他收支分開，並於經修訂之綜合權益變動表中呈列。所有其他收支項目於綜合收益表(倘有關項目被確認為期內損益部分)或另一新訂主要報表(綜合全面收益表)中呈列。相關金額已重列以符合新呈列方式。此項呈列方式之變動並無對任何呈列期間之已呈報損益、收支總額或資產淨額構成影響。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 4 Turnover

The principal activities of the Group are the distribution sale of cosmetic and skin care products, provision of beauty and slimming services and sale of other health and beauty products.

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

Distribution sale of cosmetic and skin care products	分銷銷售化妝及護膚產品
Provision of beauty and slimming services <sup>#</sup>	提供美容及纖體服務 <sup>#</sup>
Sale of other health and beauty products	銷售其他保健及美容產品

<sup>#</sup> Included in the revenue from provision of beauty and slimming services was an amount of HK\$38,178,000 (2009: HK\$36,350,000) arising from realisation of deferred income upon expiry of the service contracts.

## 4 營業額

本集團之主要業務為分銷銷售化妝及護膚產品、提供美容及纖體服務及銷售其他保健及美容產品。

營業額指向客戶提供之貨品之發票值減去折扣、退貨、增值稅或其他銷售稅，以及來自提供美容及纖體服務之服務收入減去折扣。年內，於營業額確認之各主要類別收益金額如下：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
403,222	364,985
66,349	70,290
1,154	2,641
<b>470,725</b>	<b>437,916</b>

<sup>#</sup> 計入來自提供美容及纖體服務之收益之金額38,178,000港元(二零零九年：36,350,000港元)乃因服務合約屆滿後變現遞延收入所產生。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 5 Other revenue and net loss

## 5 其他收益及虧損淨額

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Other revenue</b>	<b>其他收益</b>		
Management and consultancy fee income	管理及諮詢費收入	1,276	1,053
Interest income	利息收入	194	141
Others	其他	784	224
		<b>2,254</b>	<b>1,418</b>
<b>Other net loss</b>	<b>其他虧損淨額</b>		
Subsidy income from the PRC government	中國政府補貼收入	908	1,094
Compensation received from landlord on early termination of an operating lease of property	就提早終止物業之經營租賃自業主收取之補償	2,494	—
Reversal of impairment loss on trade receivables (note 18(b))	應收貿易款項之減值虧損撥回 (附註18(b))	233	185
Net foreign exchange loss	匯兌虧損淨額	(1,804)	(1,573)
Net loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損淨額	(1,665)	(124)
Others	其他	(249)	237
		<b>(83)</b>	<b>(181)</b>

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 6 Loss before taxation

Loss before taxation is arrived after charging:

## 6 除稅前虧損

除稅前虧損已扣除下列各項：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(a) Finance costs:	(a) 融資成本：		
Interest on bank loans	銀行貸款利息	1,181	1,549
Finance charges on obligations under finance leases	融資租賃承擔之財務費用	67	30
		<b>1,248</b>	<b>1,579</b>
(b) Staff costs:	(b) 員工成本：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	42,211	40,472
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	4,912	4,372
		<b>47,123</b>	<b>44,844</b>
(c) Other items:	(c) 其他項目：		
Cost of inventories sold and services provided *	已售存貨及已提供服務成本*	389,006	359,450
Auditors' remuneration	核數師酬金	823	747
Depreciation on property, plant and equipment	物業、機器及設備折舊	10,836	10,578
Provision for impairment losses on	減值虧損撥備		
— trade receivables	— 應收貿易款項	—	552
— other receivables	— 其他應收款項	4,309	3,582
— deposits paid	— 已付按金	994	—
— amounts due from related parties	— 應收關連人士款項	4,083	—
Write-off of other receivables	撇銷其他應收款項	1,013	2,002
Operating lease rentals: minimum lease payments	經營租賃租金：最低應付租金		
— property and display locations rentals	— 物業及展示位置租金	20,556	18,987
— other equipment	— 其他設備	78	175

\* Cost of inventories sold and services provided includes HK\$2,218,000 (2009: HK\$2,243,000) relating to staff costs and depreciation, which amount is also included in the respective total amounts disclosed separately above or in note 6(b) for each of these types of expenses.

\* 已售存貨及已提供服務成本包括有關員工成本及折舊之2,218,000港元(二零零九年：2,243,000港元)，該金額亦就各類開支分別計入上文或附註6(b)分開披露之相關總額。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 7 Income tax in the consolidated income statement

(a) Taxation in the consolidated income statement represents:

<b>Current tax – PRC Enterprise Income Tax</b>	<b>當期稅項 — 中國企業所得稅</b>
Provision for the year (note 25(a))	年內撥備 (附註25(a))
Under-provision in respect of prior years	過往年度撥備不足
<b>Deferred tax</b>	<b>遞延稅項</b>
Origination and reversal of temporary differences (note 25(b)(i))	產生及撥回暫時差額 (附註25(b)(i))
Income tax expense	所得稅開支

No provision for Hong Kong Profits Tax is made for 2010 (2009: HK\$Nil) as the Company and its subsidiaries sustained tax losses or have no assessable profits for Hong Kong Profits Tax purposes. Taxation for subsidiaries outside Hong Kong is charged at the appropriate rate of taxation ruling in relevant tax jurisdictions.

## 7 綜合收益表內之所得稅

(a) 綜合收益表內之稅項指：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
1,480	1,329
66	53
<b>1,546</b>	<b>1,382</b>
608	(343)
<b>2,154</b>	<b>1,039</b>

就香港利得稅而言，由於本公司及其附屬公司錄得稅項虧損或並無應課稅盈利，故並無就二零一零年作出香港利得稅撥備(二零零九年：零港元)。香港以外附屬公司之稅項乃按有關稅務司法權區通行之適當現行稅率徵收。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 7 Income tax in the consolidated income statement (Continued)

### (b) Reconciliation between income tax expense and accounting loss at the applicable tax rates:

Loss before taxation	除稅前虧損
Less: Share of profits/(losses) of jointly controlled entities	減：應佔共同控制實體盈利／(虧損)
Notional tax on loss before taxation, calculated at the rates applicable to profits in the countries concerned	除稅前虧損之名義稅項，按適用於有關國家之盈利之稅率計算
Tax effect of non-deductible expenses	不可扣除開支之稅務影響
Tax effect of non-taxable income	毋須課稅收入之稅務影響
Tax effect on temporary differences not recognised	未確認暫時差額之稅務影響
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅務影響
Under-provision in respect of prior years	過往年度撥備不足
Others	其他
Actual tax expense	實際稅項開支

## 7 綜合收益表內之所得稅(續)

### (b) 所得稅開支與按適用稅率計算之會計虧損之對賬：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(26,668)	(33,420)
2,858	(3,277)
(29,526)	(30,143)
(3,492)	(3,660)
1,573	796
(408)	(306)
(1,276)	513
5,428	3,537
(147)	—
66	53
410	106
2,154	1,039

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 8 Directors' remuneration

Directors' remuneration disclosed pursuant to the disclosure requirement of section 161 of the Hong Kong Companies Ordinance is as follows:

## 8 董事酬金

根據香港公司條例第161條之披露規定而作出披露之董事酬金如下：

	Directors' fees 董事袍金		Salaries, allowances and benefits in kind 薪金、津貼及實物利益		Retirement scheme contributions 退休計劃供款		Total 合共	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Executive directors</b>								
<b>Dr. Cheung Yuk Shan,</b>								
Shirley	—	—	2,573	2,573	12	12	2,585	2,585
<b>Mr. Cheung Ka Heng,</b>								
Frankie	—	—	600	600	12	12	612	612
<b>Independent non-executive directors</b>								
<b>Mr. Li Kuo Hsing</b>								
李國興先生	40	10	—	—	—	—	40	10
<b>Mr. Hong Po Kui, Martin</b>								
康寶駒先生	30	30	—	—	—	—	30	30
<b>Ms. Hui Yat Lam</b>								
許一嵐女士	60	60	—	—	—	—	60	60
	<b>130</b>	<b>100</b>	<b>3,173</b>	<b>3,173</b>	<b>24</b>	<b>24</b>	<b>3,327</b>	<b>3,297</b>

## 9 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2009: two) are directors whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other three (2009: three) individuals are as follows:

Salaries and other emoluments	薪金及其他酬金
Retirement scheme contributions	退休計劃供款

The emoluments of the three (2009: three) individuals with the highest emoluments are within the following bands:

HK\$ Nil – HK\$1,000,000	零港元至1,000,000港元
--------------------------	-----------------

## 10 Loss attributable to equity shareholders of the Company

The consolidated loss attributable to equity shareholders of the Company includes a loss of approximately HK\$50,374,000 (2009: HK\$170,000) which has been dealt with in the financial statements of the Company.

## 11 Loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of approximately HK\$24,957,000 (2009: HK\$30,651,000) and the weighted average number of approximately 248,363,000 (2009: 201,747,000) ordinary shares in issue during the year.

## 9 最高薪人士

五名最高薪人士中，兩名(二零零九年：兩名)為董事，其酬金詳情披露於附註8。另外三名(二零零九年：三名)人士之酬金總額如下：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
2,142	2,472
34	36
<b>2,176</b>	<b>2,508</b>

三名(二零零九年：三名)最高薪人士之酬金屬於下列範圍：

2010 二零一零年 Number of individuals 人數	2009 二零零九年 Number of individuals 人數
3	3

## 10 本公司權益持有人應佔虧損

本公司權益持有人應佔綜合虧損包括已於本公司財務報表處理之虧損約50,374,000港元(二零零九年：170,000港元)。

## 11 每股虧損

每股基本虧損乃按本公司權益持有人應佔虧損約24,957,000港元(二零零九年：30,651,000港元)及年內已發行之普通股加權平均數約248,363,000股(二零零九年：201,747,000股)計算。



## 11 Loss per share (Continued)

The weighted average number of shares for the purposes of calculating the basic loss per share has been retrospectively adjusted for both years for the open offer on 23 September 2009 (see note 28(c)(iii)) and the twenty-to-one share consolidation which took place on 12 February 2010 (see note 28(c)(ii)).

No diluted loss per share has been presented for the years ended 31 March 2010 and 2009 since the effect of the outstanding share options as at 31 March 2010 and 2009 is anti-dilutive.

## 12 Segment reporting

Management has determined the operating segments based on the reports reviewed by the Executive Directors that are used to make strategic decisions. The Executive Directors review the Group's financial information mainly from business lines prospective. Accordingly, the Group's operating segments are:

- (i) Distribution sale of cosmetic and skin care products
- (ii) Provision of beauty and slimming services
- (iii) Sale of other health and beauty products

The Executive Directors assess the performance of the operating segments based on a measure of reportable segment results. This measurement basis excludes other revenue, other net income/(loss), finance costs, share of profits/(losses) of jointly controlled entities and unallocated expenses.

Segment assets mainly exclude interests in jointly controlled entities and other assets that are managed on a central basis. Segment liabilities mainly exclude current income tax liabilities, deferred tax liabilities and other liabilities that are managed on a central basis.

## 11 每股虧損(續)

兩個年度用作計算每股基本虧損之股份加權平均數已就於二零零九年九月二十三日進行之公開發售(見附註28(c)(iii))及於二零一零年二月十二日進行之二十股合併為一股之股份合併(見附註28(c)(ii))作出追溯調整。

由於二零一零年及二零零九年三月三十一日尚未行使之購股權具有反攤薄影響，故並無呈列截至二零一零年及二零零九年三月三十一日止年度之每股攤薄虧損。

## 12 分類報告

管理層已根據執行董事審閱用以作出策略性決定之報告釐定經營分類。執行董事主要從業務線角度審閱本集團之財務資料。因此，本集團之經營分類為：

- (i) 分銷銷售化妝及護膚產品
- (ii) 提供美容及纖體服務
- (iii) 銷售其他保健及美容產品

執行董事按可呈報分類業績基準評核經營分類之表現。計量基準不包括其他收益、其他收入/(虧損)淨額、融資成本、應佔共同控制實體盈利/(虧損)及未分配開支。

分類資產主要不包括於共同控制實體之權益及其他集中管理之資產。分類負債主要不包括當期所得稅負債、遞延稅項負債及其他集中管理之負債。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 12 Segment reporting (Continued)

## 12 分類資料(續)

### (a) Segment results, assets and liabilities

### (a) 分類業績、資產及負債

		Distribution sale of cosmetic and skin products 分銷銷售化妝及護膚產品		Provision of beauty and slimming services 提供美容及纖體服務		Sale of other health and beauty products 銷售其他保健及美容產品		Total 合共	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Reportable segment revenue from external customers	外部客戶之可呈報分類收益	403,222	364,985	66,349	70,290	1,154	2,641	470,725	437,916
Reportable segment results	可呈報分類業績	6,419	1,919	(24,739)	(23,344)	(1,436)	(287)	(19,756)	(21,712)
Unallocated corporate expenses	未分配公司開支							(9,890)	(9,955)
Unallocated corporate other revenue	未分配公司其他收益							1,368	3,103
Loss from operations	經營虧損							(28,278)	(28,564)
Finance costs	融資成本							(1,248)	(1,579)
Share of profits/(losses) of jointly controlled entities	應佔共同控制實體盈利/(虧損)							2,858	(3,277)
Loss before taxation	除稅前虧損							(26,668)	(33,420)
Taxation	稅項							(2,154)	(1,039)
Loss after taxation	除稅後虧損							(28,822)	(34,459)
Provision for impairment losses on	減值虧損撥備								
– trade receivables	— 應收貿易款項	–	552	–	–	–	–	–	552
– deposits paid	— 已付按金	–	–	–	–	636	–	636	–
– amounts due from related parties	— 應收關連人士款項	–	–	4,083	–	–	–	4,083	–
Reversal of impairment on trade receivables	應收貿易款項減值撥回	(233)	–	–	–	–	–	(233)	–
Write-off of other receivables	撇銷其他應收款項	–	–	221	2,002	–	–	221	2,002
Depreciation	折舊	1,893	1,271	8,926	9,294	17	13	10,836	10,578
Segment assets	分類資產								
– Property, plant and equipment	— 物業、機器及設備	4,867	3,443	15,764	19,654	67	30	20,698	23,127
– Interests in jointly controlled entities	— 於共同控制實體之權益	–	–	2,702	2,585	–	–	2,702	2,585
– Other assets	— 其他資產	74,880	73,983	26,971	27,926	3,441	4,185	105,292	106,094
Unallocated corporate assets	未分配公司資產							22,660	15,227
Total assets	資產總額							151,352	147,033
Segment liabilities	分類負債	(34,172)	(36,483)	(23,787)	(27,114)	(590)	(551)	(58,549)	(64,148)
Unallocated corporate liabilities	未分配公司負債							(17,025)	(27,899)
Total liabilities	負債總額							(75,574)	(92,047)
Additions to segment non-current assets	分類非流動資產添置	3,655	1,819	3,496	12,956	53	17	7,204	14,792

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 12 Segment reporting (Continued)

### (b) Geographical information

The Group's revenue from external customers and information about its non-current assets by geographical location are as follows:

	The PRC 中國		Hong Kong 香港		Total 合共	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue from external customers 外部客戶之收益	432,772	391,918	37,953	45,998	470,725	437,916
Non-current assets 非流動資產	18,127	17,643	6,002	11,721	24,129	29,364

### (c) Major customers

No customer accounted for 10% or more of the total revenue for the years ended 31 March 2010 and 2009.

## 12 分類資料(續)

### (b) 地域資料

本集團外部客戶之收益及有關其非流動資產之資料(按地區劃分)如下：

### (c) 主要客戶

截至二零一零年及二零零九年三月三十一日止年度，並無客戶佔收益總額10%或以上。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 13 Property, plant and equipment

### (a) The Group

		Machinery 機器 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Office and computer equipment 辦公室及 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 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 April 2008	於二零零八年四月一日	13,665	3,571	6,676	22,554	4,935	51,401
Exchange adjustments	匯兌調整	66	34	73	218	116	507
Additions	添置	3,945	346	311	8,485	1,741	14,828
Disposals	出售	(244)	(90)	(219)	(1,464)	(1,468)	(3,485)
At 31 March 2009	於二零零九年三月三十一日	17,432	3,861	6,841	29,793	5,324	63,251
At 1 April 2009	於二零零九年四月一日	17,432	3,861	6,841	29,793	5,324	63,251
Exchange adjustments	匯兌調整	—	—	—	—	2	2
Additions	添置	154	753	738	3,788	1,776	7,209
Disposals	出售	(1,456)	—	(603)	(7,438)	(525)	(10,022)
At 31 March 2010	於二零一零年三月三十一日	16,130	4,614	6,976	26,143	6,577	60,440

## 13 物業、機器及設備

### (a) 本集團

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 13 Property, plant and equipment (Continued)

## 13 物業、機器及設備(續)

### (a) The Group (Continued)

### (a) 本集團(續)

		Machinery 機器 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Office and computer equipment 辦公室及 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合共 HK\$'000 千港元
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>						
At 1 April 2008	於二零零八年四月一日	7,846	2,171	3,662	12,941	2,044	28,664
Exchange adjustments	匯兌調整	31	11	28	128	49	247
Charge for the year	年內撥備	2,183	455	958	6,069	913	10,578
Written back on disposals	出售時撥回	(20)	(90)	(197)	(1,464)	(996)	(2,767)
At 31 March 2009	於二零零九年三月三十一日	10,040	2,547	4,451	17,674	2,010	36,722
At 1 April 2009	於二零零九年四月一日	10,040	2,547	4,451	17,674	2,010	36,722
Exchange adjustments	匯兌調整	1	—	—	—	1	2
Charge for the year	年內撥備	2,159	476	773	6,286	1,142	10,836
Written back on disposals	出售時撥回	(971)	—	(327)	(6,538)	(461)	(8,297)
At 31 March 2010	於二零一零年三月三十一日	11,229	3,023	4,897	17,422	2,692	39,263
<b>Carrying value:</b>	<b>賬面值:</b>						
At 31 March 2010	於二零一零年三月三十一日	4,901	1,591	2,079	8,721	3,885	21,177
At 31 March 2009	於二零零九年三月三十一日	7,392	1,314	2,390	12,119	3,314	26,529

As at 31 March 2010, the carrying value of the Group's machinery held under finance leases was HK\$2,079,000 (2009: HK\$2,691,000).

於二零一零年三月三十一日，本集團根據融資租賃持有之機器之賬面值為2,079,000港元(二零零九年：2,691,000港元)。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 14 Goodwill

## 14 商譽

<b>Cost:</b>	<b>成本：</b>
At 1 April and 31 March	於四月一日及三月三十一日
<b>Accumulated impairment:</b>	<b>累計減值：</b>
At 1 April and 31 March	於四月一日及三月三十一日
<b>Carrying amount:</b>	<b>賬面值：</b>
At 31 March	於三月三十一日

Goodwill is accounted for in accordance with the Group's accounting policies as set out in note 2(e).

Goodwill is allocated to the Group's cash-generating unit ("CGU") in relation to the provision of beauty and slimming services in Hong Kong and the PRC; and the sale of cosmetic and skin care products in the PRC.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

### The Group 本集團

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
271	271
21	21
250	250

商譽乃按附註2(e)所載之本集團會計政策入賬。

商譽乃就於香港及中國提供美容及纖體服務，以及於中國銷售化妝及護膚產品而分配至本集團之現金產生單位（「現金產生單位」）。

現金產生單位之可收回金額按使用價值計算方法釐定。此等計算方法採用按照管理層已核准之五年期財務預算作出之現金流量預測。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 14 Goodwill (Continued)

Key assumptions used for the value-in-use calculations are:

— Gross margin	— 毛利率
— Discount rate	— 貼現率

Management determined the budgeted gross margin based on past performance and its expectation for market development. The discount rates used are pre-tax and reflect specific risks.

The recoverable amount of the CGU is greater than its carrying amount. Any adverse change in assumptions could reduce the recoverable amount below carrying amount.

## 15 Investments in and amounts due from/to subsidiaries

## 14 商譽(續)

使用價值計算方法所用之主要假設為：

2010 and 2009  
二零一零年及  
二零零九年

5% — 15%
12%

管理層根據過往表現及其對市場發展之預期而釐定預算毛利率。所使用之貼現率為稅前，並反映特定風險。

現金產生單位之可收回金額高於其賬面值。假設之任何不利變動可減少可收回金額至低於賬面值。

## 15 於附屬公司之投資及應收／應付附屬公司款項

Unlisted shares, at cost	非上市股份·按成本
Less: impairment losses	減: 減值虧損

Amounts due from subsidiaries	應收附屬公司款項
Less: impairment losses	減: 減值虧損

Amounts due to subsidiaries	應付附屬公司款項
-----------------------------	----------

### The Company 本公司

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
3,664	3,664
(3,660)	(3,660)
4	4
128,614	101,546
(70,000)	(18,748)
58,614	82,798
3,540	3,852

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Investments in and amounts due from/to subsidiaries (Continued)

The amounts due from or to subsidiaries are unsecured, interest free and repayable on demand.

The following list contains the particulars of subsidiaries as at 31 March 2010. The class of shares held is ordinary unless otherwise stated.

Name of company 公司名稱	Place of incorporation 註冊成立地點	Place of operation 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
				Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Sau San Tong Holdings Inc. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Sau San Tong China Holdings Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	1 share of US\$1 each 1股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Smartime International Investment Ltd. (note (i)) 俊時國際投資有限公司(附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	1 share of US\$1 each 1股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Sau San Tong China Investment Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Wise Fortune Holdings Corp. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Sau San Tong China Development Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Gold Lane International Holdings Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	100%	—	Inactive 暫無營業
Victory Assets Holdings Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	100%	—	Investment holding 投資控股
Brilliant Concept Co. Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	1 share of US\$1 each 1股面值1美元之股份	100%	—	100%	Investment holding 投資控股
Bright Rainbow Investments Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	100%	Provision of management consultancy service 提供管理諮詢服務

## 15 於附屬公司之投資及應收／應付附屬公司款項(續)

應收或應付附屬公司款項為無抵押、免息及須按要求償還。

以下名單包括於二零一零年三月三十一日之附屬公司詳情。除另有註明外，所持股份類別為普通股。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Investments in and amounts due from/to subsidiaries (Continued)

## 15 於附屬公司之投資及應收／應付附屬公司款項(續)

Name of company 公司名稱	Place of incorporation 註冊成立地點	Place of operation 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務
				Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Sau San Tong Beauty Figure Ltd. 修身堂有限公司	Hong Kong 香港	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	100%	—	100%	Sale of health and beauty products 銷售保健及美容產品
Sau San Tong China Holdings Ltd. (formerly known as Sau San Tong Health Food Ltd.) 修身堂中國控股有限公司 (前稱修身堂健康食品有限公司)	Hong Kong 香港	Hong Kong 香港	100 shares of HK\$1 each 100股每股面值1港元之股份	100%	—	100%	Inactive 暫無營業
Sau San Tong Medical Cosmetology Healthy Trim Institute Ltd. 修身堂醫學美容健康纖體服務中心有限公司	Hong Kong 香港	Hong Kong 香港	18,750 shares of HK\$1 each 18,750股每股面值1港元之股份	100%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Medical Cosmetology Healthy Trim Institute (TST) Ltd. 修身堂醫學美容健康纖體服務中心(尖沙咀)有限公司	Hong Kong 香港	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	100%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Medical Cosmetology Healthy Trim Institute (Causeway Bay) Ltd. 修身堂醫學美容健康纖體服務中心(銅鑼灣)有限公司	Hong Kong 香港	Hong Kong 香港	100 shares of HK\$1 each 100股每股面值1港元之股份	100%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Sau San Tong Management Ltd. 修身堂管理有限公司	Hong Kong 香港	Hong Kong 香港	100 shares of HK\$1 each 100股每股面值1港元之股份	100%	—	100%	Provision of management consultancy service 提供管理諮詢服務
SST Advertising Agency Ltd. 盛世廣告代理有限公司	Hong Kong 香港	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	100%	—	100%	Provision of advertising agency service 提供廣告代理服務
Sau San Tong (Shanghai) Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	50%	—	50%	Investment holding and provision of management consultancy service 投資控股及提供管理諮詢服務

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Investments in and amounts due from/to subsidiaries (Continued)

## 15 於附屬公司之投資及應收／應付附屬公司款項(續)

Name of company 公司名稱	Place of incorporation 註冊成立地點	Place of operation 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務
				Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Sau San Tong Healthy Trim Institute (Hangzhou) Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	51%	—	51%	Investment holding 投資控股
上海一定得美容有限公司 (notes (ii) and (viii)) (附註(ii)及(viii))	The PRC 中國	The PRC 中國	Registered capital US\$150,000 註冊資本150,000美元	50%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
上海東紡日化銷售有限公司 (notes (iii) and (viii)) (附註(iii)及(viii))	The PRC 中國	The PRC 中國	Registered capital US\$5,000,000 註冊資本5,000,000美元	51%	—	51%	Distribution sale 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 (notes (iv) and (vii)) (附註(iv)及(vii))	The PRC 中國	The PRC 中國	Registered capital HK\$3,500,000 註冊資本3,500,000港元	51%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
一定得纖體美體(杭州)有限公司 (notes (v) and (vii)) (附註(v)及(vii))	The PRC 中國	The PRC 中國	Registered capital HK\$3,500,000 註冊資本3,500,000港元	51%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務
Highlight International Trading Ltd. 崇光國際貿易有限公司	Hong Kong 香港	Hong Kong 香港	100 shares of HK\$1 each 100股每股面值1港元之股份	100%	—	100%	Inactive 暫無營業
Sau San Tong Medical Cosmetology Healthy Trim Institute (Shatin) Ltd. 修身堂醫學美容健康纖體服務中心(沙田)有限公司	Hong Kong 香港	Hong Kong 香港	100 shares of HK\$1 each 100股每股面值1港元之股份	100%	—	100%	Inactive 暫無營業
Sau San Tong (Shanghai) Development Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	10 shares of US\$1 each 10股每股面值1美元之股份	50%	—	50%	Inactive 暫無營業
Sau San Tong (Beijing) Investments Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	100%	Investment holding 投資控股
Machiko Enterprises Inc. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份	100%	—	100%	Investment holding 投資控股



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 15 Investments in and amounts due from/to subsidiaries (Continued)

Name of company 公司名稱	Place of incorporation 註冊成立地點	Place of operation 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情
Sau San Tong Healthy Trim Institute (Shenzhen) Ltd. (note (i)) (附註(i))	British Virgin Islands 英屬處女群島	Hong Kong 香港	100 shares of US\$1 each 100股每股面值1美元之股份
Winner Sight Ltd. 焯雅有限公司	Hong Kong 香港	Hong Kong 香港	2 shares of HK\$1 each 2股每股面值1港元之股份
西西里美容(北京)有限公司 (notes (vi) and (viii)) (附註(vi)及(viii))	The PRC 中國	The PRC 中國	Registered capital HK\$1,000,000 註冊資本1,000,000港元

### Note:

- (i) The financial statements of these entities are not required to be audited under the laws of the British Virgin Islands, the country of incorporation.
- (ii) The financial statements of 上海一定得美容有限公司 for the financial years ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 上海宏大東亞會計師事務所有限公司.
- (iii) The financial statements of 上海東紡日化銷售有限公司 for the financial years ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 立信會計師事務所有限公司.
- (iv) The financial statements of 一定得健身服務(深圳)有限公司 for the financial years ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 深圳皇嘉會計師事務所.
- (v) The financial statements of 一定得纖體美體(杭州)有限公司 for the financial years ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 浙江天惠會計師事務所有限公司.
- (vi) The financial statements of 西西里美容(北京)有限公司 for the financial year/period ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 天華正信(北京)會計師事務所有限公司.
- (vii) These entities established in the PRC are wholly foreign-owned enterprises.
- (viii) These entities established in the PRC are sino-foreign joint-venture enterprises.

## 15 於附屬公司之投資及應收／應付附屬公司款項(續)

### Proportion of ownership interest

擁有權益比例

Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	Principal activities 主要業務
--	-------------------------------	---------------------------------	------------------------------

51%	—	51%	Investment holding 投資控股
100%	—	100%	Inactive 暫無營業
100%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務

### 附註：

- (i) 根據該等實體註冊成立之國家英屬處女群島法例，該等實體之財務報表毋須經審核。
- (ii) 上海一定得美容有限公司截至二零零九年及二零零八年十二月三十一日止財政年度之財務報表乃根據中國適用之公認會計原則編製，並由上海宏大東亞會計師事務所有限公司審核。
- (iii) 上海東紡日化銷售有限公司截至二零零九年及二零零八年十二月三十一日止財政年度之財務報表乃根據中國適用之公認會計原則編製，並由立信會計師事務所有限公司審核。
- (iv) 一定得健身服務(深圳)有限公司截至二零零九年及二零零八年十二月三十一日止財政年度之財務報表乃根據中國適用之公認會計原則編製，並由深圳皇嘉會計師事務所審核。
- (v) 一定得纖體美體(杭州)有限公司截至二零零九年及二零零八年十二月三十一日止財政年度之財務報表乃根據中國適用之公認會計原則編製，並由浙江天惠會計師事務所有限公司審核。
- (vi) 西西里美容(北京)有限公司截至二零零九年及二零零八年十二月三十一日止財政年度／期間之財務報表乃根據中國適用之公認會計原則編製，並由天華正信(北京)會計師事務所有限公司審核。
- (vii) 此等於中國成立之實體為外商獨資企業。
- (viii) 此等於中國成立之實體為中外合營企業。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 16 Interests in jointly controlled entities

Share of net liabilities	應佔負債淨額
Amounts due from jointly controlled entities	應收共同控制實體款項

The amounts due from jointly controlled entities are unsecured, interest free and have no fixed terms of repayment. In the opinion of directors, these amounts are not expected to be repaid within one year and are therefore classified as non-current in the consolidated balance sheet.

Details of the jointly controlled entities as at 31 March 2010 are as follows:

Name of joint venture 合營企業名稱	Place of incorporation 註冊成立地點	Place of operation 營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Group's effective interest 本集團之實際權益	Held by the Company 由公司持有	Held by a subsidiary 由附屬公司持有	Principal activities 主要業務
Wealthy Sound Limited 志聲有限公司	Hong Kong 香港	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	50%	—	50%	Investment holding 投資控股
修身堂卓越美容(北京)有限公司	The PRC 中國	The PRC 中國	Registered capital US\$150,000 註冊資本150,000美元	50%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務

The financial statements of 修身堂卓越美容(北京)有限公司 for the financial year/period ended 31 December 2009 and 2008 prepared under Generally Accepted Accounting Principles applicable in the PRC have been audited by 天華正信(北京)會計師事務所有限公司.

## 16 於共同控制實體之權益

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(436)	(3,299)
3,138	5,884
<b>2,702</b>	<b>2,585</b>

應收共同控制實體款項為無抵押、免息及無固定還款期。董事認為，此等款項並不預期於一年內償還，因此於綜合資產負債表中分類為非流動。

於二零一零年三月三十一日之共同控制實體詳情如下：

### Proportion of ownership interest 擁有權益比例

Group's effective interest 本集團之實際權益	Held by the Company 由公司持有	Held by a subsidiary 由附屬公司持有	Principal activities 主要業務
50%	—	50%	Investment holding 投資控股
50%	—	100%	Provision of beauty and slimming services 提供美容及纖體服務

修身堂卓越美容(北京)有限公司截至二零零九年及二零零八年十二月三十一日止財政年度/期間之財務報表乃根據中國適用之公認會計原則編製，並由天華正信(北京)會計師事務所有限公司審核。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 16 Interests in jointly controlled entities

(Continued)

Summary financial information on jointly controlled entities  
— Group's effective interest:

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Net liabilities	負債淨額
Income	收入
Expenses	開支
Income tax expense	所得稅開支
Profit/(loss) for the year	年內盈利／(虧損)

## 16 於共同控制實體之權益(續)

共同控制實體 — 本集團之實際權益之財務資料概要：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
3,295	3,909
5,472	1,925
(8,578)	(9,133)
(625)	—
(436)	(3,299)
9,449	1,693
(5,966)	(4,970)
(625)	—
2,858	(3,277)

## 17 Inventories

Inventories in the consolidated balance sheet comprise:

Merchandise	製成品
-------------	-----

## 17 存貨

綜合資產負債表內之存貨包括：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
7,308	5,641

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 17 Inventories (Continued)

The analysis of the amount of inventories recognised as an expense is as follows:

## 17 存貨(續)

確認為開支之存貨金額分析如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Carrying amount of inventories sold	已售存貨之賬面值	378,255	345,256
Write down of inventories	存貨撇減	53	36
		<b>378,308</b>	<b>345,292</b>

## 18 Trade and other receivables

## 18 應收貿易款項及其他應收款項

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000	2009 二零零九年 HK\$'000	2010 二零一零年 HK\$'000	2009 二零零九年 HK\$'000
Trade receivables	應收貿易款項	43,647	35,018	—	—
Less: allowance for doubtful debts (note 18(b))	減：呆賬撥備 (附註18(b))	(460)	(693)	—	—
		<b>43,187</b>	<b>34,325</b>	<b>—</b>	<b>—</b>
Other receivables	其他應收款項	7,111	13,856	—	—
Deposits and prepayments	按金及預付款項	13,586	12,357	547	908
		<b>20,697</b>	<b>26,213</b>	<b>547</b>	<b>908</b>
		<b>63,884</b>	<b>60,538</b>	<b>547</b>	<b>908</b>

## 18 Trade and other receivables (Continued)

Included in the Group's deposits and prepayments were rental, utilities and other deposits amounting to approximately HK\$5,146,000 (2009: HK\$4,459,000), which are expected to be recovered after more than one year. All of the other trade and other receivables are expected to be recovered or recognised as expenses within one year.

Included in the Group's other receivables were advances to slimming business partners amounting to approximately HK\$4,662,000 (2009: HK\$7,236,000), net of allowance for doubtful debts of approximately HK\$7,670,000 (2009: HK\$3,582,000) and advances to staff of approximately HK\$238,000 (2009: HK\$729,000).

### (a) Ageing analysis

Included in trade and other receivables are trade receivables (net of allowance for doubtful debts) with the following ageing analysis as of the balance sheet date:

Current	即期
Less than 1 month past due	逾期少於1個月
1 to 2 months past due	逾期1至2個月
More than 2 months but less than 4 months past due	逾期2至4個月
More than 4 months but less than 12 months past due	逾期4至12個月
More than 12 months past due	逾期12個月以上
Amounts past due	逾期金額

## 18 應收貿易款項及其他應收款項(續)

計入本集團之按金及預付款項為租金、公用設施及其他按金5,146,000港元(二零零九年：4,459,000港元)，預期於超過一年後收回。所有其他應收貿易款項及其他應收款項預期於一年內收回或確認為開支。

計入本集團之其他應收款項為向纖體業務夥伴墊付之款項約4,662,000港元(二零零九年：7,236,000港元)(扣除呆賬撥備約7,670,000港元(二零零九年：3,582,000港元))；及向員工墊付之款項約238,000港元(二零零九年：729,000港元)。

### (a) 賬齡分析

計入應收貿易款項及其他應收款項為應收貿易款項(扣除呆賬撥備)，其於結算日之賬齡分析如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
39,736	31,976
3,320	1,505
6	67
—	75
125	379
—	323
3,451	2,349
43,187	34,325



18 Trade and other receivables (Continued)

(a) Ageing analysis (Continued)

Trade receivables are due within 30 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 29(a).

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 2(h)(i)).

The movements in the allowance for doubtful debt during the year, including both specific and collective loss components, are as follows:

At 1 April	於四月一日
Impairment loss recognised (note 6(c))	已確認之減值虧損 (附註6(c))
Reversal of impairment loss (note 5)	減值虧損撥回 (附註5)
At 31 March	於三月三十一日

At 31 March 2010, the Group's trade receivables of approximately HK\$460,000 (2009: HK\$693,000) were individually determined to be impaired. The individually impaired receivables related to invoices in dispute and management assessed that the chance of recovery is remote. Consequently, specific allowance for doubtful debts of HK\$460,000 (2009: HK\$693,000) was recognised. The Group does not hold any collateral over these balances.

18 應收貿易款項及其他應收款項(續)

(a) 賬齡分析(續)

應收貿易款項由發票日期起計30至90日到期。本集團信貸政策之進一步詳情載於附註29(a)。

(b) 應收貿易款項減值

應收貿易款項之減值虧損乃使用撥備賬記錄，除非本集團信納收回該款項之可能性極低，在該情況下，減值虧損直接於應收貿易款項撇銷(見附註2(h)(i))。

年內，呆賬撥備(包括個別及共同虧損部分)之變動如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
693	326
—	552
(233)	(185)
460	693

於二零一零年三月三十一日，本集團之應收貿易款項約460,000港元(二零零九年：693,000港元)被個別釐定為已減值。該個別減值應收款項乃與有爭議發票有關，而管理層評估收回之可能性極低。因此，呆賬特別撥備460,000港元(二零零九年：693,000港元)已確認。本集團並無就該等結餘持有任何抵押品。

18 Trade and other receivables (Continued)

(c) Trade receivables that are not impaired

Neither past due nor impaired	並無逾期及並無減值
Less than 1 month past due	逾期少於1個月
1 to 2 months past due	逾期1至2個月
More than 2 months but less than 4 months past due	逾期2至4個月
More than 4 months but less than 12 months past due	逾期4至12個月
More than 12 months past due	逾期12個月以上

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable. The Group does not hold any collateral over these balances.

18 應收貿易款項及其他應收款項(續)

(c) 並無減值之應收貿易款項

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
39,736	31,976
3,320	1,505
6	67
—	75
125	379
—	323
3,451	2,349
43,187	34,325

並無逾期及並無減值之應收款項乃與多名並無近期拖欠紀錄之客戶有關。

已逾期但並無減值之應收款項乃與多名於本集團擁有良好往績紀錄之獨立客戶有關。根據過往經驗，由於信貸質素並無重大變動，且結餘乃被視為可全數收回，故管理層相信毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 19 Amounts due from/to related parties

Amounts due from minority shareholders	應收少數股東款項
Amounts due from related companies (note)	應收有關連公司款項 (附註)
Amount due to a minority shareholder	應付一名少數股東款項

Note: A director and a key management personnel of certain subsidiaries has beneficial interest in each of the respective related company.

The amounts due from or to related parties are unsecured, interest free and repayable on demand.

## 19 應收／應付關連人士款項

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
14,154	15,148
2,324	6,354
<b>16,478</b>	<b>21,502</b>
887	887

附註：一名董事及一名若干附屬公司之主要管理人員於各有關連公司擁有實益權益。

應收或應付關連人士款項為無抵押、免息及須按要求償還。

## 20 Cash and cash equivalents

Bank deposits	銀行存款
Cash at bank and in hand	銀行及手頭現金

The Group 本集團		The Company 本公司	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
—	5,678	—	—
39,553	24,310	14,144	1,203
<b>39,553</b>	<b>29,988</b>	<b>14,144</b>	<b>1,203</b>

At 31 March 2009, bank deposits of approximately HK\$5,678,000 were pledged as security for bank facilities granted to the Group (see note 21).

於二零零九年三月三十一日，銀行存款約5,678,000港元就本集團獲授之銀行融資抵押作為擔保(見附註21)。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 22 Trade and other payables

## 22 應付貿易款項及其他應付款項

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade creditors	應付貿易賬款	19,191	14,508	—	—
Other payables and accrued charges	其他應付款項及應計費用	10,059	9,203	997	923
		<b>29,250</b>	<b>23,711</b>	<b>997</b>	<b>923</b>

All of the trade and other payables are expected to be settled within one year or are repayable on demand. Included in trade and other payables are trade creditors with the following ageing analysis as of the balance sheet date:

所有應付貿易款項及其他應付款項預期將於一年內清償或須按要求償還。計入應付貿易款項及其他應付款項為應付貿易賬款，其於結算日之賬齡分析如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Due within 1 month or on demand	於1個月內或於要求時到期	19,191	14,416
Due after 1 month but within 3 months	於1至3個月內到期	—	84
Due after 3 months but within 12 months	於3至12個月內到期	—	8
		<b>19,191</b>	<b>14,508</b>

## 23 Amount due to a director

The amount due to a director, Dr. Cheung Yuk Shan, Shirley, is unsecured, interest free and repayable on demand.

## 23 應付一名董事款項

應付董事張玉珊博士之款項為無抵押、免息及須按要求償還。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 24 Obligations under finance leases

At 31 March 2010, the Group had obligations under finance leases repayable as follows:

## 24 融資租賃承擔

於二零一零年三月三十一日，本集團之融資租賃承擔須償還如下：

		The Group 本集團			
		2010 二零一零年		2009 二零零九年	
		Present value of the minimum lease payments 最低應付 租金之現值 HK\$'000 千港元	Total minimum lease payments 最低應付 租金總額 HK\$'000 千港元	Present value of the minimum lease payments 最低應付 租金之現值 HK\$'000 千港元	Total minimum lease payments 最低應付 租金總額 HK\$'000 千港元
Within 1 year	1年內	791	805	1,141	1,208
After 1 year but within 2 years	1至2年內	—	—	791	805
		<b>791</b>	<b>805</b>	<b>1,932</b>	<b>2,013</b>
Less: total future interest expenses	減：未來利息開支 總額		<b>(14)</b>		<b>(81)</b>
Present value of lease obligations	租賃承擔之現值		<b>791</b>		<b>1,932</b>

At 31 March 2010, a corporate guarantee was given by a related company, of which Mr. Cheung Ka Heng, Frankie is a shareholder, in respect of the finance lease facilities of approximately HK\$2,300,000 (2009: HK\$2,300,000) granted to a subsidiary.

於二零一零年三月三十一日，一間有關連公司(張嘉恒先生為其股東)就融資租賃融資約2,300,000港元(二零零九年：2,300,000港元)向一間附屬公司提供公司擔保。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 25 Income tax in the balance sheet

- (a) Current taxation in the consolidated balance sheet represents:

PRC Enterprise Income Tax	中國企業所得稅
— Provision for the year (note 7(a))	— 年內撥備 (附註7(a))
— Provisional tax paid	— 已付預繳稅

## 25 資產負債表內之所得稅

- (a) 於綜合資產負債表內之當期稅項指：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
1,480	1,329
(1,087)	(1,006)
<b>393</b>	<b>323</b>

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 25 Income tax in the balance sheet (Continued)

### (b) Deferred tax – the Group

#### (i) Deferred tax liabilities recognised:

The components of deferred tax liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

Deferred tax arising from:	以下各項所產生之遞延稅項：	Depreciation in excess of the related depreciation allowances 折舊超出有關折舊撥備 HK\$'000 千港元	Other temporary differences 其他暫時差額 HK\$'000 千港元	Total 合共 HK\$'000 千港元
At 1 April 2008	於二零零八年四月一日	(40)	3,081	3,041
Charged to profit or loss (note 7(a))	自損益扣除 (附註7(a))	27	(370)	(343)
Exchange adjustments	匯兌調整	—	74	74
At 31 March 2009	於二零零九年三月三十一日	(13)	2,785	2,772
At 1 April 2009	於二零零九年四月一日	(13)	2,785	2,772
Charged to profit or loss (note 7(a))	自損益扣除 (附註7(a))	274	334	608
At 31 March 2010	於二零一零年三月三十一日	261	3,119	3,380

## 25 資產負債表內之所得稅(續)

### (b) 遞延稅項 – 本集團

#### (i) 已確認之遞延稅項負債：

於綜合資產負債表確認之遞延稅項負債部分及於年內之變動如下：

**25 Income tax in the balance sheet (Continued)**

**(b) Deferred tax – the Group (Continued)**

(ii) Deferred tax liabilities not recognised:

At 31 March 2010, the Group has not recognised deferred tax liabilities relating to temporary differences of approximately HK\$11,029,000 (2009: HK\$5,455,000).

(iii) Deferred tax assets not recognised:

At 31 March 2010, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$144,092,000 (2009: HK\$115,609,000) and deductible temporary differences of approximately HK\$8,975,000 (2009: HK\$7,852,000) as it is not probable that future taxable profits, against which the assets can be utilised, will be available in relevant tax jurisdiction and entity. Of the total tax losses, approximately HK\$25,416,000 (2009: HK\$18,545,000) will expire within 5 years and the remaining tax losses of approximately HK\$118,676,000 (2009: HK\$97,064,000) have no expiry date under the current tax legislation.

**(c) Deferred tax – the Company**

No deferred tax assets or liabilities have been made in the financial statements as the Company does not have any significant temporary differences. The Company has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$1,429,000 (2009: HK\$2,320,000) as it is not probable that future taxable profits will be available against which the assets can be utilised. The tax losses do not expire under current tax legislation.

**25 資產負債表內之所得稅(續)**

**(b) 遞延稅項 – 本集團(續)**

(ii) 未確認遞延稅項負債：

於二零一零年三月三十一日，本集團並無就暫時差額約11,029,000港元(二零零九年：5,455,000港元)確認遞延稅項負債。

(iii) 未確認遞延稅項資產：

於二零一零年三月三十一日，由於在相關稅務司法權區及實體不大可能有未來應課稅盈利可動用資產，故本集團並無就累計稅項虧損144,092,000港元(二零零九年：115,609,000港元)及可扣稅暫時差額8,975,000港元(二零零九年：7,852,000港元)確認遞延稅項資產。稅項虧損總額中，25,416,000港元(二零零九年：18,545,000港元)將於5年內屆滿，而餘下稅項虧損118,676,000港元(二零零九年：97,064,000港元)根據現行稅法並無屆滿日。

**(c) 遞延稅項 – 本公司**

由於本公司並無任何重大暫時差額，故並無於財務報表中作出遞延稅項資產或負債。由於在稅務司法權區不大可能有未來應課稅盈利可動用虧損，故本公司並無就累計稅項虧損1,429,000港元(二零零九年：2,320,000港元)確認遞延稅項資產。稅項虧損根據現行稅法不會屆滿。

## 26 Defined contribution retirement plans

The Group operates the Mandatory Provident Fund Scheme (“MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance (the “Ordinance”). The scheme is administered by an independent trustee.

Under the MPF Scheme, certain subsidiaries of the Group and the eligible employees make monthly mandatory contributions to the scheme at 5% of the employees’ relevant income as defined under the Mandatory Provident Fund Schemes Ordinance. The mandatory contributions by each party are subject to a maximum of HK\$1,000 per month. Contributions to the scheme vest immediately upon the completion of service in the relevant service period.

At 31 March 2010, certain employees of the Group had completed the required number of years of service under the Ordinance and are eligible for long service payments on termination of their employment. The Group is only liable to make such payments when the termination meets the required circumstances specified in the Ordinance and the employees’ entitlement is not covered by the aforesaid provident fund. At 31 March 2010, the Group’s contributions to the provident funds and the accrued interest thereon exceeded the potential liabilities should the required circumstances specified in the Ordinance be met.

The Group’s subsidiaries in the PRC also participate in defined contribution retirement schemes covering its full-time PRC employees. The schemes are administered by the relevant government authorities in the PRC. The Group and the PRC employees are required to make contributions based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC and the relevant government authorities undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group’s subsidiaries in the PRC.

## 26 界定供款退休計劃

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例(「該條例」)司法管轄權聘用之僱員設立強制性公積金計劃(「強積金計劃」)。計劃由獨立受託人管理。

根據強積金計劃，本集團若干附屬公司及合資格僱員須按強制性公積金計劃條例項下所界定之僱員有關入息之5%向計劃所出供款。各方之強制性供款上限為每月1,000港元。向計劃作出之供款於有關服務期間內完成服務時即時歸屬。

於二零一零年三月三十一日，本集團若干僱員已完成該條例項下之規定服務年期，並合資格於彼等終止受僱時獲得長期服務金。本集團僅須在終止符合該條例指定之情況下方須作出付款，而僱員可得之金額並不受上述供積金涵蓋。於二零一零年三月三十一日，本集團向供積金作出之供款及其累計利息超逾假設符合該條例指定之情況之潛在負債。

本集團於中國之附屬公司亦為其中國全職僱員參與界定供款退休計劃。該等計劃由中國有關政府機關管理。本集團及中國僱員須按中國規定所訂定之適用薪資成本之若干百分比作出供款，而相關政府機關承諾承擔本集團中國附屬公司之全體現有及日後退休僱員之退休福利責任。



## 27 Equity-settled share-based transactions

The Company has adopted a share option scheme (the "Share Option Scheme") on 4 November 2003. 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.

Share options are granted to the eligible participants at consideration of HK\$1. Each option gives the holder the right to subscribe for one ordinary share in the Company. 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.

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 plans 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 plans 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.

## 27 權益支付之股份交易

本公司於二零零三年十一月四日採納一項購股權計劃(「購股權計劃」)。購股權計劃旨在讓本公司向合資格參與者授予購股權，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者包括本公司及／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。

購股權乃按代價1港元授予合資格參與者。每份購股權給予持有人權利可認購一股本公司普通股。購股權之行使期將由董事會全權決定，惟購股權於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授出購股權。

根據購股權計劃及本公司任何其他購股權計劃隨時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)獲行使時可能發行之股份總數，倘於截至授出日期止任何十二個月期間超過授出日期已發行股份數目之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。

## 27 Equity-settled share-based transactions

(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 (i) 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; (ii) 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 (iii) the nominal value of a share.

(a) The terms and conditions of the grants that existed during the year are as follows:

Options granted to Directors:  
— on 10 September 2004

授予董事之購股權：  
— 於二零零四年九月十日

2,101,796

9.2 years 年

Options granted to employees:  
— on 2 September 2004  
— on 20 May 2005  
— on 6 September 2005

授予僱員之購股權：  
— 於二零零四年九月二日  
— 於二零零五年五月二十日  
— 於二零零五年九月六日

210,180

5.0 years 年

168,143

5.0 years 年

2,709,215

5.0 years 年

3,087,538

Total share options

購股權總數

5,189,334

The numbers of outstanding options and their exercise prices have been adjusted in accordance with the terms of the Share Option Scheme for the open offer on 23 September 2009 (see note 28 (c)(iii)) and the twenty-to-one share consolidation which took place on 12 February 2010 (see note 28(c)(iii)).

## 27 權益支付之股份交易(續)

根據購股權計劃授出之任何特定購股權，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(i)股份於授出日期(必須為營業日)在聯交所日報表所報之正式收市價；(ii)股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)股份面值(以最高者為準)。

(a) 於年內存在之授出條款及條件如下：

Number of instruments	Contractual life of options
工具數目	購股權之合約年期

尚未行使購股權數目及其行使價已根據購股權計劃之條款，就於二零零九年九月二十三日進行之公開發售(見附註28(c)(iii))及於二零一零年二月十二日進行之二十股合併為一股之股份合併(見附註28(c)(iii))作出調整。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 27 Equity-settled share-based transactions

(Continued)

(b) The number and weighted average exercise prices of share options are as follows:

Outstanding at the beginning of the year	於年初尚未行使	2.3778	5,189,334
Expired during the year	於年內屆滿	2.4360	210,180
Outstanding at the end of the year	於年終尚未行使	2.3753	4,979,154
Exercisable at the end of the year	於年終可行使	2.3753	4,979,154

The numbers of options and the weighted average exercise prices have been retrospectively adjusted for both years for the open offer on 23 September 2009 (see note 28(c)(iii)) and the twenty-to-one share consolidation which took place on 12 February 2010 (see note 28(c)(ii)).

The options outstanding at 31 March 2010 had an exercise price in the range of HK\$2.318 to HK\$2.540 (2009: HK\$2.318 to HK\$2.540) and a weighted average remaining contractual life of 1.76 years (2009: 2.66 years).

## 27 權益支付之股份交易(續)

(b) 購股權數目及加權平均行使價如下：

		2010 二零一零年		2009 二零零九年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$ 港元		HK\$ 港元	
Outstanding at the beginning of the year	於年初尚未行使	2.3778	5,189,334	2.3778	5,189,334
Expired during the year	於年內屆滿	2.4360	210,180	—	—
Outstanding at the end of the year	於年終尚未行使	2.3753	4,979,154	2.3778	5,189,334
Exercisable at the end of the year	於年終可行使	2.3753	4,979,154	2.3778	5,189,334

兩個年度之購股權數目及加權平均行使價已就於二零零九年九月二十三日進行之公開發售(見附註28(c)(iii))及於二零一零年二月十二日進行之二十股合併為一股之股份合併(見附註28(c)(ii))作出追溯調整。

於二零一零年三月三十一日尚未行使購股權之行使價介乎2.318港元至2.540港元(二零零九年：2.318港元至2.540港元)，加權平均剩餘合約年期為1.76年(二零零九年：2.66年)。

27 Equity-settled share-based transactions

(Continued)

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black Scholes model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Black Scholes model.

Fair value of share options and assumptions:

		Date of grant 授出日期		
		10 September 2004 二零零四年 九月十日	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
Share price	股份價格	HK\$0.600 港元	HK\$0.510 港元	HK\$0.480 港元
Exercise price	行使價	HK\$0.512 港元	HK\$0.534 港元	HK\$0.487 港元
Expected volatility (expressed as weighted average volatility used in the modelling under Black Scholes model)	預期波幅 (以畢蘇模式 內採用之加權平均波 幅列示)	55.79%	58.41%	53.16%
Option life (expressed as weighted average volatility used in the modelling under Black Scholes model)	購股權年期 (以畢蘇模 式內採用之加權平均 波幅列示)	9.2 years 年	5.0 years 年	5.0 years 年
Expected dividends	預計股息	3.85%	3.73%	3.96%
Risk-free interest rate	無風險利率	2.30%	2.50%	2.50%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

There were no market conditions associated with the share option grants.

27 權益支付之股份交易 (續)

(c) 購股權公平值及假設

就已授出之購股權已收取服務之公平值乃參考所授出購股權之公平值計量。所授出購股權之估計按畢蘇模式作出估計。購股權之合約年期為該模式之輸入數據。畢蘇模式已包括對提早行使之預期。

購股權公平值及假設：

		Date of grant 授出日期		
		10 September 2004 二零零四年 九月十日	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
Share price	股份價格	HK\$0.600 港元	HK\$0.510 港元	HK\$0.480 港元
Exercise price	行使價	HK\$0.512 港元	HK\$0.534 港元	HK\$0.487 港元
Expected volatility (expressed as weighted average volatility used in the modelling under Black Scholes model)	預期波幅 (以畢蘇模式 內採用之加權平均波 幅列示)	55.79%	58.41%	53.16%
Option life (expressed as weighted average volatility used in the modelling under Black Scholes model)	購股權年期 (以畢蘇模 式內採用之加權平均 波幅列示)	9.2 years 年	5.0 years 年	5.0 years 年
Expected dividends	預計股息	3.85%	3.73%	3.96%
Risk-free interest rate	無風險利率	2.30%	2.50%	2.50%

預計波幅乃根據過往波幅 (以購股權之加權平均剩餘年期計算)，再根據公開資料就未來波幅之任何預期變動作出調整。預計股息按過往股息計算。主觀輸入假設之變動可能對公平值估計構成重大影響。

並無與授出購股權有關之市場條件。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Capital, reserves and dividends

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

		Note	Share capital	Share premium	Share-based payment reserve	Accumulated losses	Total equity
		附註	股本	股份溢價	股份付款儲備	累計虧損	權益總額
			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
At 1 April 2008	於二零零八年四月一日		9,599	90,926	3,315	(48,706)	55,134
<b>Changes in equity for 2008:</b>	<b>二零零八年之權益變動:</b>						
Total comprehensive loss for the year	年內全面虧損總額		—	—	—	(170)	(170)
At 31 March 2009	於二零零九年三月三十一日		9,599	90,926	3,315	(48,876)	54,964
At 1 April 2009	於二零零九年四月一日		9,599	90,926	3,315	(48,876)	54,964
<b>Changes in equity for 2009:</b>	<b>二零零九年之權益變動:</b>						
Issues of shares	發行股份	28(c)(iii)	49,914	1,920	—	—	51,834
Share issue expenses	股份發行開支	28(c)(iii)	—	(2,220)	—	—	(2,220)
Cancellation of share options	註銷購股權		—	—	(142)	142	—
Total comprehensive loss for the year	年內全面虧損總額		—	—	—	(50,374)	(50,374)
At 31 March 2010	於二零一零年三月三十一日		59,513	90,626	3,173	(99,108)	54,204

## 28 資本、儲備及股息

### (a) 權益部分之變動

本集團綜合權益各部分之年初與年末結餘之對賬載於綜合權益變動表內。本公司個別權益部分於年初與年末之變動詳情載列如下：

#### 本公司

		Note	Share capital	Share premium	Share-based payment reserve	Accumulated losses	Total equity
		附註	股本	股份溢價	股份付款儲備	累計虧損	權益總額
			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
At 1 April 2008	於二零零八年四月一日		9,599	90,926	3,315	(48,706)	55,134
<b>Changes in equity for 2008:</b>	<b>二零零八年之權益變動:</b>						
Total comprehensive loss for the year	年內全面虧損總額		—	—	—	(170)	(170)
At 31 March 2009	於二零零九年三月三十一日		9,599	90,926	3,315	(48,876)	54,964
At 1 April 2009	於二零零九年四月一日		9,599	90,926	3,315	(48,876)	54,964
<b>Changes in equity for 2009:</b>	<b>二零零九年之權益變動:</b>						
Issues of shares	發行股份	28(c)(iii)	49,914	1,920	—	—	51,834
Share issue expenses	股份發行開支	28(c)(iii)	—	(2,220)	—	—	(2,220)
Cancellation of share options	註銷購股權		—	—	(142)	142	—
Total comprehensive loss for the year	年內全面虧損總額		—	—	—	(50,374)	(50,374)
At 31 March 2010	於二零一零年三月三十一日		59,513	90,626	3,173	(99,108)	54,204



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Capital, reserves and dividends (Continued)

### (b) Dividend

The Directors do not recommend the payment of a dividend for the year ended 31 March 2010 (2009: HK\$Nil).

### (c) Share capital

#### (i) Authorised and issued share capital

	法定:	Note
Authorised:		
Ordinary shares of HK\$0.20 (2009: HK\$0.01) each	每股面值0.20港元 (二零零九年: 0.01港元)之普通股	28(c)(ii)
Ordinary shares, issued and fully paid:	普通股, 已發行及 繳足:	
At 1 April	於四月一日	
Issues of shares	發行股份	28(c)(iii)
Share consolidation	股份合併	
At 31 March	於三月三十一日	

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

## 28 資本、儲備及股息(續)

### (b) 股息

董事並不建議派付截至二零一零年三月三十一日止年度之股息(二零零九年: 零港元)。

### (c) 股本

#### (i) 法定及已發行股本

	2010 二零一零年		2009 二零零九年	
	Number of shares 股份數目		Number of shares 股份數目	
	'000	HK\$'000	'000	HK\$'000
	千股	千港元	千股	千港元
Authorised:				
Ordinary shares of HK\$0.20 (2009: HK\$0.01) each	500,000	100,000	1,500,000	15,000
Ordinary shares, issued and fully paid:				
At 1 April	959,880	9,599	959,880	9,599
Issues of shares	4,991,370	49,914	—	—
	5,951,250	59,513	959,880	9,599
Share consolidation	(5,653,687)	—	—	—
At 31 March	297,563	59,513	959,880	9,599

普通股持有人有權收取不時宣派之股息，並有權就每股股份於本公司大會上投一票。所有普通股就本公司之剩餘資產享有同等地位。

28 Capital, reserves and dividends (Continued)

(c) Share capital (Continued)

(ii) Increase in authorised share capital and share consolidation

By an ordinary resolution passed at the extraordinary general meeting on 31 August 2009, the Company's authorised share capital was increased from HK\$15,000,000 divided into 1,500,000,000 ordinary shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each by creation of additional 8,500,000,000 ordinary shares of HK\$0.01 each.

By an ordinary resolution passed at the extraordinary general meeting on 11 February 2010, every twenty then issued and unissued ordinary shares of HK\$0.01 each were consolidated into one new ordinary share of HK\$0.20 each. Following the share consolidation which became effective on 12 February 2010, the Company's authorised share capital is HK\$100,000,000 divided into 500,000,000 ordinary shares of HK\$0.20 each, of which 297,562,500 ordinary shares were in issue and fully paid.

(iii) Issues of shares

On 23 September 2009, the Company issued 4,799,400,000 ordinary shares of HK\$0.01 each pursuant to the open offer made by the Company on 1 September 2009 at a subscription price of HK\$0.01 per share on the basis of five open offer shares for every one share held by the qualifying shareholders on 31 August 2009. The net proceeds of approximately HK\$45,940,000 were used for repayment of debts and as general working capital of the Group.

28 資本、儲備及股息(續)

(c) 股本(續)

(ii) 增加法定股本及股份合併

藉於二零零九年八月三十一日舉行之股東特別大會上通過之普通決議案，本公司之法定股本透過增設額外8,500,000,000股每股面值0.01港元之普通股，由15,000,000港元(分為1,500,000,000股每股面值0.01港元之普通股)增加至100,000,000港元(分為10,000,000,000股每股面值0.01港元之普通股)。

藉於二零一零年二月十一日舉行之股東特別大會上通過之普通決議案，每二十股每股面值0.01港元之當時已發行及未發行普通股合併為一股每股面值0.20港元之新普通股。股份合併於二零一零年二月十二日生效後，本公司之法定股本為100,000,000港元(分為500,000,000股每股面值0.20港元之普通股，其中297,562,500股普通股為已發行及繳足)。

(iii) 發行股份

於二零零九年九月二十三日，本公司根據其於二零零九年九月一日提出之公開發售，以合資格股東於二零零九年八月三十一日每持有一股股份獲發五股公開發售股份之基準，按每股0.01港元之認購價發行4,799,400,000股每股面值0.01港元之普通股。所得款項淨額約45,940,000港元用作償還債項以及作為本集團之一般營運資金。

## 28 Capital, reserves and dividends (Continued)

### (c) Share capital (Continued)

#### (iii) Issues of shares (Continued)

On 11 January 2010, Biochem Investments Limited ("Biochem"), a substantial shareholder of the Company, entered into a placing and subscription agreement with a placing agent and the Company where 191,970,000 ordinary shares in the Company were placed at a price of HK\$0.02 per share, and Biochem would subscribe 191,970,000 new shares in the Company at the same price of HK\$0.02 per share. The proceeds from the subscription, net of the costs and expenses borne by the Company in connection to the placement arrangement, of approximately HK\$3,674,000 were used as general working capital of the Group. The subscription was completed on 25 January 2010.

### (d) Nature and purpose of reserves

#### (i) Share premium reserve

Under the Companies Laws of the Cayman Islands where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account. The application of the share premium account is governed by the Companies Laws of the Cayman Islands.

No distribution or dividend may be paid to shareholders of the Company out of the share premium account unless immediately following the date on which the distribution or the dividend is proposed to be paid, the Company will be in a position to pay its debts as they fall due in the ordinary course of business.

## 28 資本、儲備及股息(續)

### (c) 股本(續)

#### (iii) 發行股份(續)

於二零一零年一月十一日，本公司之主要股東 Biochem Investments Limited (「Biochem」)與配售代理及本公司訂立配售及認購協議，據此，191,970,000股本公司普通股已按每股0.02港元之價格配售，而Biochem將按每股0.02港元之相同價格認購191,970,000股本公司新股份。認購之所得款項淨額(扣除本公司就配售安排承擔之成本及開支後)約為3,674,000港元，用作本集團之一般營運資金。認購於二零一零年一月二十五日完成。

### (d) 儲備性質及目的

#### (i) 股份溢價儲備

根據開曼群島公司法，凡公司不論以現金溢價或其他溢價發行股份，均須將一筆與其股份之溢價價值總額相等之款額撥入股份溢價賬。動用股份溢價賬受開曼群島公司法規管。

除非緊隨建議分派或股息日期後，本公司可於其日常業務過程中債務到期時償還債務，否則不得自股份溢價賬中向本公司股東支付分派或股息。

## 28 Capital, reserves and dividends (Continued)

### (d) Nature and purpose of reserves (Continued)

#### (ii) Merger reserve

The merger reserve 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. Further details are set out in the Company's prospectus dated 10 November 2003.

#### (iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with accounting policies set out in note 2(r).

#### (iv) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants of the Share Option Scheme recognised in accordance with the accounting policy adopted for share-based payments in note 2(n)(ii).

## 28 資本、儲備及股息(續)

### (d) 儲備性質及目的(續)

#### (ii) 合併儲備

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購入附屬公司股本及股份溢價總額之差額。進一步詳情載於本公司於二零零三年十一月十日刊發之招股章程。

#### (iii) 匯兌儲備

匯兌儲備包括所有換算海外業務之財務報表所產生之匯兌差額。儲備乃根據附註2(r)所載之會計政策處理。

#### (iv) 股份付款儲備

股份付款儲備指根據附註2(n)(ii)就股份付款採納之會計政策所確認授予購股權計劃合資格參與者之實際或估計未行使購股權數目之公平值。

**28 Capital, reserves and dividends (Continued)**

**(d) Nature and purpose of reserves (Continued)**

**(v) PRC statutory surplus reserve**

Pursuant to the laws and regulations governing the PRC enterprises, a PRC subsidiary of the Group, which is a sino-foreign joint-venture enterprise, is required to allocate at least 10% of their after-tax profit but before dividend distribution to the general reserve until the reserve has reached 50% of their registered capital. The general reserve can only be used, upon approval by the relevant authority, to offset accumulated losses or increase capital. There was no appropriation during the year (2009: HK\$Nil).

The enterprise expansion fund can only be used to increase capital upon approval by the relevant authority. Appropriation to enterprise expansion fund is at the discretion of the board of directors of the PRC subsidiaries. There was no appropriation during the year (2009: HK\$Nil).

The staff welfare and bonus fund can only be used for the welfare of the PRC subsidiaries' employees. Appropriation to the staff welfare and bonus fund is at the discretion of the board of directors of the PRC subsidiaries. For Hong Kong reporting purposes, this appropriation is charged to expenses and included in creditors and accrued charges in the consolidated financial statements.

**(e) Distributability of reserves**

At 31 March 2010 and 2009, the aggregate amount of reserves is not available for distribution to equity shareholders of the Company as computed in accordance with the Companies Law of the Cayman Islands.

**28 資本、儲備及股息(續)**

**(d) 儲備性質及目的(續)**

**(v) 中國法定盈餘儲備**

根據監管中國企業之法例及法規，本集團一間中國附屬公司（為中外合營企業）須分配其除稅後但未分派股息前盈利至少10%至一般儲備，直至儲備達其註冊資本50%為止。一般儲備僅可於有關當局批准後用作抵銷累計虧損或增加資本。年內並無分配（二零零九年：零港元）。

企業發展基金僅可於有關當局批准後用作增加資本。分配至企業發展基金乃按中國附屬公司董事會之酌情權作出。年內並無分配（二零零九年：零港元）。

員工福利及獎勵基金僅可用作中國附屬公司之僱員福利。分配至員工福利及獎勵基金乃按中國附屬公司董事會之酌情權作出。就香港呈報而言，此分配自開支扣除，並計入綜合財務報表之應付賬款及應計費用內。

**(e) 儲備可分派性**

於二零一零年及二零零九年三月三十一日，根據開曼群島公司法計算，儲備總額不得分派予本公司權益持有人。



## 28 Capital, reserves and dividends (Continued)

### (f) Capital management

The Group's primarily objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes judgements to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose the Group defines adjusted net debt as total debt (which includes bank loans, trade payables, other payables and accrued charges, amount due to a related party, amounts due to subsidiaries and obligations under finance leases) less cash and cash equivalents. Adjusted capital comprises all components of equity and amount due to a director.

During 2010, the Group's strategy was to maintain an adjusted net debt-to-capital ratio at the lower end of the range 6% to 24%. In order to maintain or adjust the ratio, the Group may issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

## 28 資本、儲備及股息(續)

### (f) 資本管理

本集團管理資本之主要目標為保障本集團持續經營之能力，以便其可繼續透過將產品與服務定價於與風險水平相稱之水平，及按合理成本取得融資，為股東提供回報及為其他利益相關者提供利益。

本集團積極及定期檢討及管理其資本架構，以在較高股東回報情況下可能伴隨之較高借貸水平與穩健資本狀況所承受利益及抵押之間取得平衡，並因應經濟環境變動對資本架構作出判斷。

符合行業慣例，本集團按經調整債務淨額對資本比率監察其資本架構。就此而言，本集團界定經調整債務淨額為債務總額(包括銀行貸款、應付貿易款項、其他應付款項及應計費用、應付一名關連人士款項、應付附屬公司款項及融資租賃承擔)減現金及現金等值物。經調整資本包括所有權益部分及應付一名董事款項。

於二零一零年，本集團之策略為維持經調整債務淨額對資本比率於6%至24%範圍內之偏低水平。為維持或調整比率，本集團可發行新股份、向股東退還資本、籌集新債務融資或出售資產減債。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 28 Capital, reserves and dividends (Continued)

### (f) Capital management (Continued)

The adjusted net debt-to-capital ratio at 31 March 2010 and 2009 was as follows:

Current liabilities:	流動負債：
Bank loans, secured	銀行貸款·有抵押
Trade payables	應付貿易款項
Other payables and accrued charges	其他應付款項及應計費用
Amount due to a related party	應付一名關連人士款項
Obligations under finance leases	融資租賃承擔
Non-current liabilities:	非流動負債：
Obligations under finance leases	融資租賃承擔
Total debt	債務總額
Less: Cash and cash equivalents	減：現金及現金等值物
<b>Adjusted net debt</b>	<b>經調整債務淨額</b>
Total equity	權益總額
Amount due to a director	應付一名董事款項
<b>Adjusted capital</b>	<b>經調整資本</b>
<b>Adjusted net debt-to-capital ratio</b>	<b>經調整債務淨額對資本比率</b>

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

## 28 資本、儲備及股息(續)

### (f) 資本管理(續)

於二零一零年及二零零九年三月三十一日之經調整債務淨額對資本比率如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
13,626	22,546
19,191	14,508
10,059	9,203
887	887
791	1,141
<b>44,554</b>	<b>48,285</b>
—	791
<b>44,554</b>	<b>49,076</b>
<b>(39,553)</b>	<b>(29,988)</b>
<b>5,001</b>	<b>19,088</b>
<b>75,778</b>	<b>54,986</b>
<b>14,306</b>	<b>24,836</b>
<b>90,084</b>	<b>79,822</b>
<b>6%</b>	<b>24%</b>

本公司或其任何附屬公司概毋須遵守外界施加之資本規定。

## 29 Financial instruments

Exposure to credit, liquidity, interest rate and foreign currency risks arises in the normal course of the Group's business. The Group's exposure to risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk and concentration risk

The Group's credit risk is primarily attributable to trade and other receivables, amounts due from related parties and cash and cash equivalents. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

In respect of trade receivables, management has a credit policy in place and the exposure to the credit risk is monitored on an ongoing basis. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers. As such, management considers the aggregate risks arising from the possibility of credit losses are limited and to be acceptable.

## 29 金融工具

本集團之正常業務過程產生信貸、流動資金、利率及外幣風險。本集團之風險承擔額及本集團用以管理該等風險之金融風險管理政策及慣例載述如下。

### (a) 信貸風險及集中風險

本集團之信貸風險主要來自應收貿易款項及其他應收款項、應收關連人士款項以及現金及現金等值物。對信貸風險之最高承擔額為各金融資產於資產負債表內之賬面值。

就應收貿易款項而言，管理層設有信貸政策，並持續監察信貸風險承擔額。會對所有要求超出若干金額之信貸額之客戶進行個別信貸評估。該等評估集中於客戶之過往到期付款紀錄及現行付款能力，並考慮客戶特定資料以及與客戶經營所在經濟環境有關之資料。應收貿易款項於發票日期起計30至90日內到期。一般而言，本集團並無向客戶取得抵押品。因此，管理層認為信貸虧損可能性產生之風險總額有限，且可以接受。

## 29 Financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the balance sheet date, the Group has a certain concentration of credit risk as 8% (2009: 7%) and 25% (2009: 25%) of the total trade receivables was due from the largest customer and the five largest customers respectively. Management does not expect any significant losses from trade debtors that have not been provided for other than impairment loss on bad and doubtful debt as set out in note 18(b).

The Group's other receivables at 31 March 2010 comprise mainly advances to business partners, advances to staff, trade deposits, prepayment for acquisition of a trademark amounting to approximately HK\$7,800,000 (2009: HK\$12,089,000). Should the counter parties default in settling the payments and/or providing services, the Group may suffer financial losses. The directors consider that these amounts are fully recoverable.

In respect of the amounts due from related parties at 31 March 2010 amounting to approximately HK\$16,478,000 (2009: HK\$21,502,000), the Group may suffer financial losses if the related parties default in settling the payments. However, the directors consider that these amounts are fully recoverable.

Substantially all the Group's cash and cash equivalents are deposited in financial institutions in Hong Kong and the PRC. The credit risk on liquid funds is limited as the majority of counterparties are financial institutions with high credit ratings assigned by international credit rating agencies and stated-controlled financial institutions with good reputations.

## 29 金融工具(續)

### (a) 信貸風險及集中風險(續)

本集團之信貸風險主要受到各客戶之個別特點影響。客戶經營所在之行業及國家拖欠風險對信貸風險亦有影響，惟程度較小。於結算日，由於應收貿易款項總額中8%（二零零九年：7%）及25%（二零零九年：25%）乃分別應收本集團最大客戶及五大客戶，故本集團有若干信貸風險集中情況。除附註18(b)所載之呆壞賬減值虧損外，管理層並不預期未撥備應收貿易賬款會出現任何重大虧損。

於二零一零年三月三十一日，本集團之其他應收款項主要包括向業務夥伴墊付之款項、向員工墊付之款項、貿易按金、收購商標之預付款項合共7,800,000港元（二零零九年：12,089,000港元）。倘交易對手方拖欠支付款項及／或未能提供服務，則本集團可能蒙受財務損失。董事認為該等款項可全數收回。

就於二零一零年三月三十一日之應收關連人士款項約16,478,000港元（二零零九年：21,502,000港元）而言，倘該等關連人士拖欠支付款項，則本集團可能蒙受財務損失。然而，董事認為該等款項可全數收回。

本集團絕大部分現金及現金等值物均存放於香港及中國財務機構。由於大部分交易對手方為獲國際信貸評級機構授予高信貸評級之財務機構以及聲譽良好之國家控制財務機構，故流動資金之信貸風險有限。

## 29 Financial instruments (Continued)

### (a) Credit risk and concentration risk (Continued)

Except for the financial guarantees given by the Company in favour of its subsidiary as set out in note 21, the Group does not provide any guarantees which would expose the Group or the Company to credit risk.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 18.

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

## 29 金融工具(續)

### (a) 信貸風險及集中風險(續)

除附註21所載本公司向其附屬公司提供之財務擔保外，本集團並無提供任何擔保而令本集團或本公司須承擔信貸風險。

有關本集團因應收貿易款項及其他應收款項產生之信貸風險之進一步定量披露載於附註18。

### (b) 流動資金風險

本集團屬下個別經營實體負責其本身之現金管理，包括現金盈餘短期投資及新增貸款以應付預期現金需要，惟借貸超過若干預定授權水平時須經本公司董事會批准。本集團之政策為定期監察現行及預期流動資金需求，以確保其維持足夠現金儲備及足夠主要金融機構承諾融資額度，以應付其短期及長期流動資金需要。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 29 Financial instruments (Continued)

### (b) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities which are based on the contractual undiscounted cash flows (including interest payments, computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay:

#### (i) The Group

		2010 二零一零年			2009 二零零九年			
		Total contractual undiscounted cash flow		Within 1 year or on demand	Total contractual undiscounted cash flow		Within 1 year or on demand	More than 1 year but less than 2 years
		Carrying amount	未貼現現金流量	1年內或應要求	Carrying amount	未貼現現金流量	1年內或應要求	1年以上
		賬面值	量合約總額	應要求	賬面值	量合約總額	或應要求	但2年內
		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
Bank loans, secured	銀行貸款·有抵押	13,626	(13,626)	(13,626)	22,546	(22,546)	(22,546)	—
Trade payables	應付貿易款項	19,191	(19,191)	(19,191)	14,508	(14,508)	(14,508)	—
Other payables and accrued charges	其他應付款項及應計費用	10,059	(10,059)	(10,059)	9,203	(9,203)	(9,203)	—
Amount due to a director	應付一名董事款項	14,306	(14,306)	(14,306)	24,836	(24,836)	(24,836)	—
Amount due to a related party	應付一名關連人士款項	887	(887)	(887)	887	(887)	(887)	—
Obligations under finance leases	融資租賃承擔	791	(791)	(791)	1,894	(1,932)	(1,141)	(791)
		58,860	(58,860)	(58,860)	73,874	(73,912)	(73,121)	(791)

## 29 金融工具(續)

### (b) 流動資金風險(續)

下表詳述本集團及本公司金融負債於結算日之餘下合約到期日，乃按未貼現現金流量(包括採用合約利率或(倘浮動)按於結算日之現行利率計算之利息付款)及本集團及本公司可能須支付之最早日期編製：

#### (i) 本集團

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 29 Financial instruments (Continued)

### (b) Liquidity risk (Continued)

#### (ii) The Company

Other payables and accrued charges 其他應付款項及應計費用  
Amount due to a director 應付一名董事款項  
Amounts due to subsidiaries 應付附屬公司款項

2010 二零一零年			2009 二零零九年		
Carrying amount	Total contractual undiscounted cash flow 未貼現現金 流量合約總額	Within 1 year or on demand 1年內 或應要求	Carrying amount	Total contractual undiscounted cash flow 未貼現現金 流量合約總額	Within 1 year or on demand 1年內 或應要求
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1,076	(1,076)	(1,076)	923	(923)	(923)
14,489	(14,489)	(14,489)	25,174	(25,174)	(25,174)
3,540	(3,540)	(3,540)	3,852	(3,852)	(3,852)
19,105	(19,105)	(19,105)	29,949	(29,949)	(29,949)

### (c) Interest rate risk

The Group's interest rate risk arises primarily from bank deposits, bank loans and obligations under finance leases. Borrowings issued at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's net deposits (being bank deposits less interest-bearing financial liabilities) at the balance sheet date.

## 29 金融工具(續)

### (b) 流動資金風險(續)

#### (ii) 本公司

### (c) 利率風險

本集團之利率風險主要產生自銀行存款、銀行貸款及融資租賃承擔。定息借貸分別令本集團承受現金流量利率風險及公平值利率風險。本集團並無使用金融衍生工具對沖利率風險。本集團獲管理層監察之利率組合載於下文(i)。

#### (i) 利率組合

下表詳述本集團於結算日存款淨額(即銀行存款減付息金融負債)之利率組合。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 29 Financial instruments (Continued)

### (c) Interest rate risk (Continued)

#### (i) Interest rate profile (Continued)

		The Group 本集團			
		2010 二零一零年		2009 二零零九年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Variable rate deposits:	浮息存款:				
Bank deposits and cash at bank	銀行存款及銀行 現金	0.36%	22,935	0.36%	20,290
Fixed rate deposit:	定息存款:				
Bank deposits	銀行存款	N/A	—	2.25%	5,678
Fixed rate borrowings:	定息借貸:				
Bank loans, secured	銀行貸款·有抵押	5.10%	(13,626)	5.42%	(22,546)
Obligations under finance leases	融資租賃承擔	4.72%	(791)	4.72%	(1,932)
Total net deposits	存款淨總額		8,518		1,490

#### (ii) Sensitivity analysis

At 31 March 2010, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's loss after tax and accumulated losses by approximately HK\$85,000 (2009: increase/decrease the Group's loss after tax and accumulated losses by approximately HK\$15,000). Other components of equity would not be affected (2009: HK\$Nil) by the changes in interest rates.

## 29 金融工具(續)

### (c) 利率風險(續)

#### (i) 利率組合(續)

		The Group 本集團			
		2010 二零一零年		2009 二零零九年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Variable rate deposits:	浮息存款:				
Bank deposits and cash at bank	銀行存款及銀行 現金	0.36%	22,935	0.36%	20,290
Fixed rate deposit:	定息存款:				
Bank deposits	銀行存款	N/A	—	2.25%	5,678
Fixed rate borrowings:	定息借貸:				
Bank loans, secured	銀行貸款·有抵押	5.10%	(13,626)	5.42%	(22,546)
Obligations under finance leases	融資租賃承擔	4.72%	(791)	4.72%	(1,932)
Total net deposits	存款淨總額		8,518		1,490

#### (ii) 敏感度分析

於二零一零年三月三十一日，估計利率普遍上升/下跌100個基點，假設所有其他變數不變，將減少/增加本集團之除稅後虧損及累計虧損約85,000港元(二零零九年：增加/減少本集團之除稅後虧損及累計虧損約15,000港元)。其他權益部分將不會受利率變動影響(二零零九年：零港元)。

## 29 Financial instruments (Continued)

### (c) Interest rate risk (Continued)

#### (ii) Sensitivity analysis (Continued)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2009.

### (d) Foreign currency risk

The Group is not exposed to significant currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate.

### (e) Fair values

All financial instruments are carried at amounts not materially different from their fair values at 31 March 2010 and 2009.

### (f) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments.

#### (i) Interest-bearing finance lease liabilities

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

## 29 金融工具(續)

### (c) 利率風險(續)

#### (ii) 敏感度分析(續)

上述敏感度分析乃假設利率變動已於結算日發生及已應用於在該日存在之非衍生金融工具之利率風險承擔額而釐定。100個基點升跌乃管理層對下一年結日前期間利率可能合理變動之評估。二零零九年乃按相同基準進行分析。

### (d) 外幣風險

由於大部分銷售、收入、購買及開支乃以有關業務之功能貨幣為單位，故本集團並無承受重大貨幣風險。

### (e) 公平值

所有金融工具乃按與其於二零一零年及二零零九年三月三十一日之公平值並無重大差異之金額列賬。

### (f) 公平值估計

下文概述估計金融工具公平值時使用之主要方法及假設。

#### (i) 計息融資租賃負債

公平值估計為按類似金融工具之現行市場利率貼現之未來現金流量現值。

## 29 Financial instruments (Continued)

### (f) Estimation of fair values (Continued)

#### (ii) Financial guarantees

The fair value of financial guarantees issued is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made.

## 30 Commitments

- (a) Capital commitment outstanding at 31 March 2010 not provided for in the financial statements was as follows:

Authorised and contracted for	已授權及訂約
— capital injection into a jointly controlled entity	— 向一間共同控制實體注入資本
— capital injection into a subsidiary	— 向一間附屬公司注入資本
— acquisition of property, plant and equipment	— 收購物業、機器及設備

## 29 金融工具(續)

### (f) 公平值估計(續)

#### (ii) 財務擔保

已發出財務擔保之公平值乃參考類似服務之公平交易收取之費用(如能取得有關資料)釐定，或參考息差估計，方式為將貸款人在有擔保情況下所收取之實際利率，與貸款人在無擔保情況下應收取之估計利率作出比較(如能對有關資料作出可靠估計)。

## 30 承擔

- (a) 於二零一零年三月三十一日存在而未於財務報表撥備之資本承擔如下：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
6,000	6,000
568	—
<b>1,672</b>	<b>2,378</b>
<b>8,240</b>	<b>8,378</b>



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 30 Commitments (Continued)

- (b) At 31 March 2010, the Group's share of capital commitments of its jointly controlled entities amounting to approximately HK\$7,000 (2009: HK\$166,000).
- (c) At 31 March 2010, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

## 30 承擔(續)

- (b) 於二零一零年三月三十一日，本集團應佔其共同控制實體之資本承擔約7,000港元(二零零九年：166,000港元)。
- (c) 於二零一零年三月三十一日，不可撤銷之經營租賃之日後最低租金應付如下：

		The Group 本集團			
		2010 二零一零年		2009 二零零九年	
		Properties and display locations 物業及 展示位置 HK\$'000 千港元	Equipment 設備 HK\$'000 千港元	Properties and display locations 物業及 展示位置 HK\$'000 千港元	Equipment 設備 HK\$'000 千港元
Within 1 year	1年內	16,689	31	17,804	28
After 1 year but within 5 years	1年後但5年內	35,259	3	28,377	—
After 5 years	5年後	10,376	—	17,717	—
		<b>62,324</b>	<b>34</b>	<b>63,898</b>	<b>28</b>

The Group is the lessee in respect of certain properties, display locations and items of equipment under operating leases. The leases typically run for an initial period of one to ten years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased every two to three years to reflect market rental. None of the leases includes contingent rentals.

本集團為經營租賃項下若干物業、展示位置及設備項目之承租人。租賃一般初步為期一至十年，可於重新磋商所有條款時續訂租賃。租金通常每兩至三年增加，以反映市場租金。概無租賃包括或然租金。

### 31 Contingent liabilities

At 31 March 2010, the Company has issued a corporate guarantee of RMB15,000,000 (equivalent to approximately HK\$17,033,000) (2009: RMB15,000,000, equivalent to approximately HK\$17,033,000) to a bank in respect of banking facilities granted to a subsidiary as 51% owned by the Group (see note 21).

The Directors do not consider it is probable that a claim will be made against the Group or the Company under the guarantee. The maximum liability of the Group and Company at the balance sheet date under the guarantee issued is the facilities drawn down by the subsidiaries of HK\$Nil (2009: HK\$17,033,000) and HK\$Nil (2009: HK\$17,033,000) respectively.

### 32 Material related party transactions and balances

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and the highest paid employees as disclosed in note 8, is as follows:

Salaries, allowances and other benefits	薪金、津貼及其他福利
Contributions to defined contribution retirement plan	界定供款退休計劃供款

Total remuneration is included in "Staff costs" (see note 6(b)).

### 31 或然負債

於二零一零年三月三十一日，本公司已就授予一間由本集團擁有51%之附屬公司之銀行融資向一間銀行發出約人民幣15,000,000（相等於約17,033,000港元）（二零零九年：人民幣15,000,000，相等於約17,033,000港元）之公司擔保（見附註21）。

董事認為，根據擔保向本集團或本公司提出申索之可能性不大。於結算日，本集團及本公司根據已發出擔保之最高負債分別為附屬公司提取之融資零港元（二零零九年：17,033,000港元）及零港元（二零零九年：17,033,000港元）。

### 32 重大關連人士交易及結餘

#### (a) 主要管理人員酬金

本集團主要管理人員之酬金（包括附註7所披露已付予本公司董事之款項及附註8所披露已付予最高薪僱員之款項）如下：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
5,646	5,592
70	60
<b>5,716</b>	<b>5,652</b>

薪酬總額計入「員工成本」（見附註6(b)）。

### 32 Material related party transactions and balances (Continued)

#### (b) Other related party transactions

In addition to the financing arrangements as mentioned in notes 21 and 24, the Group entered into the following material related party transactions during the year:

Sales of goods to a minority shareholder	向一名少數股東銷售貨品
--	-------------

Sales of goods to a minority shareholder were made at similar terms as the Group grants to other customers.

Balances with related parties are disclosed in the balance sheets and in notes 15, 16, 19 and 23.

### 33 Comparative figures

As a result of the application of HKAS 1 (revised 2007), Presentation of financial statements, certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in the year ended 31 March 2010. Further details of these developments are disclosed in note 3.

### 32 重大關連人士交易及結餘(續)

#### (b) 其他關連人士交易

除附註21及24所述之融資安排外，本集團於年內曾進行以下重大關連人士交易：

The Group 本集團	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
8,497	5,335

向一名少數股東銷售貨品乃按本集團授予其他客戶之類似條款作出。

與關連人士之結餘於資產負債表及財務報表附註15、16、19及23披露。

### 33 比較數字

由於應用香港會計準則第1號(二零零七年經修訂)，若干比較數字已作調整，以符合本年度之呈列方式，及提供有關截至二零一零年三月三十一日止年度首次披露項目之比較金額。該等發展之進一步詳情於附註3披露。

## 34 Accounting estimates and judgements

The methods, estimates and judgements the directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operating results. Some of the accounting policies require the Group to apply estimates and judgements, on matters that are inherently uncertain. The critical accounting judgements in applying the Group's accounting policies are described below.

### (a) Depreciation

The Group determines the estimated useful lives and related depreciation charge for the property, plant and equipment, after taking into account the estimated residual value. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

## 34 會計估計及判斷

董事應用本集團會計政策時採用之方法、估計及判斷對本集團之財務狀況及經營業績構成重大影響。部分會計政策要求本集團對本質上不確定之事項作出估計及判斷。應用本集團會計政策之關鍵會計判斷載述如下。

### (a) 折舊

本集團經考慮估計剩餘價值後釐定物業、機器及設備之估計可使用年期及相關折舊費用。此估計乃按性質及功能類似之物業、機器及設備實際可使用年期之過往經驗作出，可因技術創新及競爭對手回應重大行業週期採取之行動而產生重大變化。倘可使用年期少於先前估計年期，則管理層將增加折舊費用，或其將撇銷或撇減已廢棄或出售之技術過時或非策略資產。

## 34 Accounting estimates and judgements

(Continued)

### (b) Impairments

In considering the impairment loss that may be required for certain property, plant and equipment, investments in subsidiaries, interests in jointly controlled entities and goodwill, recoverable amount of the asset needs to be determined. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to items such as level of turnover and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as turnover and operating costs.

Impairment losses for bad and doubtful debts are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer.

An increase or decrease in the above impairment loss would affect the operating results in the year and in future years.

## 34 會計估計及判斷(續)

### (b) 減值

考慮可能須就若干物業、機器及設備、於附屬公司之投資、於共同控制實體之權益及商譽作出之減值虧損時，須釐定資產可收回金額。可收回金額為淨售價與使用價值兩者之較高者。由於該等產之市場報價未必可隨時取得，故難以準確估計售價。釐定使用價值時，資產產生之預期現金流量貼現至其現值，須對營業額水平及經營成本金額等項目作出重大判斷。本集團使用一切可隨時取得之資料釐定可收回金額合理約數金額，包括按合理及可支持假設作出估計及對營業額及經營成本等項目作出預測。

呆壞賬減值虧損乃根據董事定期檢討賬齡分析及可收回性評估作出評估及撥備。董事於評估各個別客戶之信譽及過往收款紀錄時作出相當程度之判斷。

上述減值虧損之增減將影響本年度及未來年度之經營業績。



## 34 Accounting estimates and judgements

(Continued)

### (c) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for tax losses not yet used and temporary deduction differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the unused tax credit can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

### (d) Inventory provision

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analyses, projections of expected future saleability of goods and management experience and judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in customers' performance, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

## 34 會計估計及判斷(續)

### (c) 所得稅

釐定所得稅撥備涉及對未來若干交易之稅務處理方式及稅務規則之詮釋作出判斷。本集團審慎評估交易之稅務影響，並制定稅務條文。有關交易之稅務處理方式定期重新考慮，以計及所有稅務法例變動。

遞延稅項資產乃就未動用稅項虧損及暫時扣減差額確認。由於該等遞延稅項資產僅可在可能有未來盈利以供使用未動用稅項抵免抵銷之情況下確認，故管理層評估未來應課稅盈利之可能性時須作出判斷。管理層評估會定期檢討，倘可能有未來應課稅盈利使遞延稅項資產可收回，則確認額外遞延稅項資產。

### (d) 存貨撥備

本集團定期參考存貨賬齡分析、預期未來貨品之銷售情況及管理層之經驗及判斷而檢討存貨之賬面值。根據此檢討，倘存貨之賬面值跌至低於其估計可變現淨值，則本集團會撇減存貨之價值。由於客戶表現可能出現變動，故實際貨品銷售之情況可能與估計有所不同，而此估計之差異可能影響損益。

## 34 Accounting estimates and judgements

(Continued)

### (e) Share-based payments

The estimate of the fair value of the share options granted to employees and other eligible participants measured by professional valuers and the directors' estimate based on the Black Scholes model with modification to reflect the impact of vesting periods and exercise patterns on the option value. The accuracy of the above estimations could affect the amount of share-based payments transactions recognised in profit or loss.

## 35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2010

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2010 and which have not been adopted in these financial statements.

## 34 會計估計及判斷(續)

### (e) 股份付款

授予僱員及其他合資格參與者之購股權之公平值估計乃由專業估值師及董事按畢蘇模式計量，並作出修改以反映歸屬期及行使模式對購股權價值之影響。上述估計之準確性可影響於損益內確認之股份付款交易金額。

## 35 截至二零一零年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響

截至本財務報表刊發日期，香港會計師公會已頒佈多項在截至二零一零年三月三十一日止年度尚未生效且本財務報表並未採納之修訂本、新準則及詮釋。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

## 35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2010 (Continued)

Of these developments, the following relate to matters that may be relevant to the Group's operations and financial statements:

		Effective for accounting periods beginning on or after 自下列日期起或之後開始之 會計期間生效
HKAS 27 (Revised) 香港會計準則第27號 (經修訂)	Consolidated and separate financial statements 綜合及獨立財務報表	1 July 2009 二零零九年七月一日
HKFRS 3 (Revised) 香港財務報告準則 第3號(經修訂)	Business combinations 業務合併	1 July 2009 二零零九年七月一日
Improvements to HKFRSs (2009) 香港財務報告準則之改進 (二零零九年)	Improvements to HKFRSs (including amendments to HKFRS 8, HKASs 1, 7, 17, 18 and 36) 香港財務報告準則之改進(包括香港財務報告準則第8號、 香港會計準則第1號、第7號、第17號、第18號及第36號 修訂本)	1 July 2009 or 1 January 2010 二零零九年七月一日或 二零一零年一月一日
HKAS 24 (Revised) 香港會計準則第24號 (經修訂)	Related party disclosures 關連人士披露	1 January 2011 二零一一年一月一日
Improvements to HKFRSs (2010) 香港財務報告準則之改進 (二零一零年)	Improvements to HKFRSs (including amendments to HKAS 1, HKFRSs 3 and 7) 香港財務報告準則之改進(包括香港會計準則第1號、 香港財務報告準則第3號及第7號修訂本)	1 January 2011 二零一一年一月一日

The Directors have confirmed that the Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that their adoption is unlikely to have a significant impact on the Group's results of operations and financial position.

## 35 截至二零一零年三月三十一日止年度已頒佈但尚未生效之修訂本、新準則及詮釋可能產生之影響(續)

上述發展中，以下為可能與本集團業務及財務報表有關之事項：

董事已確認，本集團正在評估上述修訂本、新準則及新詮釋在首次應用期間預期產生之影響，迄今，本集團認為採納上述各項修訂本、新準則及新詮釋對本集團之經營業績及財務狀況構成重大影響之機會不大。

## Board of Directors

### Chairman

Dr. CHEUNG Yuk Shan, Shirley

### Executive Directors

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

### Independent Non-Executive Directors

Mr. HONG Po Kui, Martin  
Mr. LI Kuo Hsing  
Ms. HUI Yat Lam

## Company Secretary

Mr. TSE Ching Leung

## Qualified Accountant

Mr. TSE Ching Leung

## Compliance Officer

Dr. CHEUNG Yuk Shan, Shirley

## Audit Committee and Remuneration Committee

Mr. HONG Po Kui, Martin  
Mr. LI Kuo Hsing  
Ms. HUI Yat Lam

## Authorized Representatives

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

## Auditors

Baker Tilly Hong Kong Limited  
12th Floor  
China Merchants Tower  
Shun Tak Centre  
Nos. 168-200 Connaught Road Central,  
Hong Kong

## Registered Office

Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
Grand Cayman KY1-1111  
Cayman Islands

## 董事會

### 主席

張玉珊博士

### 執行董事

張玉珊博士  
張嘉恒先生

### 獨立非執行董事

康寶駒先生  
李國興先生  
許一嵐女士

## 公司秘書

謝正樑先生

## 合資格會計師

謝正樑先生

## 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  
許一嵐女士

## 授權代表

張玉珊博士  
張嘉恒先生

## 核數師

香港天華會計師事務所有限公司  
香港  
干諾道中168-200號  
信德中心  
招商局大廈  
12樓

## 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
Grand Cayman KY1-1111  
Cayman Islands

## Head Office and Principal Place of Business in Hong Kong

12th Floor  
Prestige Tower  
Nos. 23-25 Nathan Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

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

Bank of Bermuda (Cayman) Limited  
P.O. Box 513GT  
2nd Floor Strathvale House  
North Church Street  
George Town  
Grand Cayman  
British West Indies

## Branch Share Registrar and Transfer Office in Hong Kong

Tricor Standard Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## Principal Banker

Nanyang Commercial Bank  
Yaumatei Branch  
309 Nathan Road  
Kowloon

The Bank of East Asia Limited  
One Peking Branch  
Shop 202 & 203, L/F  
One Peking  
1 Peking Road  
Tsim Sha Tsui, Kowloon

## Website

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

## Stock Code

8200

## 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  
十二樓

## 開曼群島主要股份登記處及過戶處

Bank of Bermuda (Cayman) Limited  
P.O. Box 513GT  
2nd Floor Strathvale House  
North Church Street  
George Town  
Grand Cayman  
British West Indies

## 香港股份過戶及登記分處

卓佳標準有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 主要往來銀行

南洋商業銀行  
九龍  
彌敦道309號  
油麻地分行

東亞銀行有限公司  
九龍尖沙咀  
北京道1號  
北京道一號  
地下202及203號店鋪  
北京道一號分行

## 網站

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

## 股份代號

8200



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

12/F, PRESTIGE TOWER, 23-25 NATHAN ROAD,  
TSIMSHATSUI, KOWLOON, HONG KONG  
香港九龍尖沙咀彌敦道23-25號彩星中心12樓