

FIRST QUARTERLY REPORT | 2019
第一季度業績報告



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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board of 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.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 or deceptive; and (2) there are no other matters the omission of which would make any statement herein or in this report misleading.

QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30TH JUNE 2019

The Board of Directors of the Company announces the unaudited consolidated financial results of the Company and its subsidiaries (the "Group") for the three months ended 30 June 2019 together with comparative figures of the corresponding period ended in 2018 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED)

	Notes	For the three months ended 30 June	
		2019 HK\$'000	2018 HK\$'000
Revenue	2	249,660	785,973
Cost of sales		(217,653)	(766,621)
Gross profit		32,007	19,352
Other revenue	2	265	613
Selling and distribution costs		(23,335)	(28,048)
General and administrative expenses		(14,704)	(25,406)
(Loss) from operations		(5,767)	(33,489)
Finance costs		—	(1,159)
(Loss) before taxation		(5,767)	(34,648)
Income tax expense	3	(697)	(3,026)
(Loss) for the period		(6,464)	(37,674)
Attributable to:			
Owners of the Company		(6,850)	(41,183)
Non-controlling interests		386	3,509
		(6,464)	(37,674)
		HK cents	HK cents
(Loss) per share			
Basic	4	(1.00)	(6.03)
Diluted		(1.00)	(6.03)

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

	For the three months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
(Loss) for the period	(6,464)	(37,674)
Other comprehensive (loss) for the period:		
Items that may be reclassified subsequently to profit or loss:		
– Exchange differences on translation of financial statements of foreign operations	(2,543)	(14,800)
Total comprehensive (loss) for the period	(9,007)	(52,474)
Attributable to:		
Owners of the Company	(8,469)	(51,112)
Non-controlling interests	(538)	(1,362)
	(9,007)	(52,474)

Notes:

1. Basis of preparation and significant accounting policies

The results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, which collective term include all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. They have been prepared under historical cost basis, except that the financial instruments classified as financial assets at fair value through profit or loss are stated at their fair values. The principal accounting policies used in the preparation of the results are consistent with those adopted in the preparation of the annual report of the Group for the year ended 31 March 2019.

2. Revenue and other revenue

Revenue represents the invoiced value of goods supplied to customers, net of discounts, returns, value added tax or other sales taxes; service income from provision of beauty and slimming services, net of discounts; franchise fees income; net gains or losses on financial assets at fair value through profit or loss and interest income earned from money lending. The amount of each significant category of revenue recognised in turnover during the period is as follows:

	For the three months ended 30 June	
	2019 HK\$'000	2018 HK\$'000
Revenue		
Distribution sale of cosmetic and skin care products	225,011	792,483
Provision of beauty and slimming services	22,115	21,167
Provision of franchise services	270	468
Sale of health, beauty and related products	1,144	1,153
Results from investments in securities	(2,278)	(31,821)
Interest income from money lending	3,398	2,523
	249,660	785,973
Other revenue		
Bank interest income	60	30
Other interest income	10	240
Dividend income	14	—
Others	181	343
	265	613

3. Income tax expense

The Provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the three months ended 30 June 2019 and for the three months ended 30 June 2018. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in relevant countries.

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

	For the three months ended 30 June	
	2019 HK\$'000	2018 HK\$'000
Hong Kong profits tax	85	17
PRC enterprise income tax	612	3,009
	<hr/>	<hr/>
	697	3,026

4. Loss per share

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Loss		
(Loss) attributable to owners of the Company, used in the basic (loss) per share and diluted (loss) per share calculation	(6,850)	(41,183)
	2019	2018
Shares		
Weighted average number of ordinary shares in issue, used in the basic (loss) per share and diluted (loss) per share calculation	682,925,982	682,925,982

The assumed exercise of the outstanding share options for the periods ended 30 June 2019 and 30 June 2018 has anti-dilutive effect and has therefore been excluded from the above calculation.

5. Consolidated statement of changes in equity

	Attributable to owners of the Company										
	Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payment reserve	The PRC statutory surplus reserve	Other reserve	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2019	109,268	778,605	(3,637)	3,562	6,625	19,967	28,055	(81,465)	660,960	14,794	875,754
Change in equity for the period:											
Profit/(loss) for the period	-	-	-	-	-	-	-	(6,850)	(6,850)	386	(6,464)
Other comprehensive (loss)	-	-	-	(1,619)	-	-	-	-	(1,619)	(924)	(2,543)
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(11,361)	(11,361)
At 30 June 2019	109,268	778,605	(3,637)	1,943	6,625	19,967	28,055	(88,335)	652,491	2,895	855,386
At 1 April 2018	109,268	778,605	(3,637)	11,781	2,222	16,685	28,055	17,173	960,152	30,672	991,024
Change in equity for the period:											
Profit/(loss) for the period	-	-	-	-	-	-	-	(41,183)	(41,183)	3,509	(37,674)
Other comprehensive (loss)	-	-	-	(9,929)	-	-	-	-	(9,929)	(4,871)	(14,800)
At 30 June 2018	109,268	778,605	(3,637)	1,852	2,222	16,685	28,055	(24,010)	909,040	29,510	938,550

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2019 (2018: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

For the three months ended 30 June 2019 (the “Period Under Review”), the Group’s revenue amounted to approximately HK\$249,660,000, representing a decrease of approximately 68% from approximately HK\$785,973,000 in the corresponding period in last year. This is mainly attributable to the decrease in the distribution sales of our Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”) to approximately HK\$225,011,000 during the Period Under Review (2018: approximately HK\$792,483,000). Dong Fang’s sales channel through certain online platforms (JD.COM and TMALL.COM) were terminated which resulted in the decrease in revenue of Dongfang.

During the Period Under Review, the revenue generated from all our beauty, slimming and spa centres in both Hong Kong and in the People’s Republic of China (the “PRC”) amounted to approximately HK\$22,115,000 (2018: approximately HK\$21,167,000), representing an increase of approximately 4% as compared to that of the corresponding period in last year. During the Period Under Review, the franchise co-operation business contributed approximately HK\$270,000 to the revenue of the Group (2018: approximately HK\$468,000) and the sale of health, beauty and related products contributed approximately HK\$1,144,000 to the revenue of the Group (2018: approximately HK\$1,153,000). During the Period Under Review, the money lending business generated revenue of approximately HK\$3,398,000 (2018: approximately HK\$2,523,000).

During the Period Under Review, the Group recorded an increase of approximately HK\$12,655,000 in gross profit and a decrease of loss attributable to owners of the Company of approximately HK\$34,333,000. The increase in gross profit and decrease in loss attributable to owners of the Company is mainly due to the decrease of the net losses on financial assets through profit or loss from approximately HK\$31,821,000 in the corresponding period in last year to approximately HK\$2,278,000 during the Period Under Review.

Beauty, Slimming and Spa Centres

During the Period Under Review, the slower Hong Kong and PRC economic growths and the threat of US-China trade war have negative impact on consumer confidence. In addition, the industry in Hong Kong and PRC faced intense competition, as well as other negative factors such as increasing costs of sales, rising salaries and inflating rentals, the beauty, slimming and spa business was unavoidably affected to some extent in the Period Under Review. Despite of the difficulties in the economy and industry, the Group performance was still very stable during the Period Under Review. The revenue generated from all our beauty, slimming and spa centres in both Hong Kong, Macau and PRC increased by approximately 4% from approximately HK\$21,167,000 in the corresponding period in last year to approximately HK\$22,115,000 during the Period Under Review.

The Group has a long history in the operation of beauty, slimming and spa centres in Hong Kong and the PRC. With extensive experience in the industry and committed efforts for innovations, the Group has continuously introduced sophisticated services and products of the highest quality for its customers, winning the long-term favour of its customers for its beauty and slimming products and services while successfully establishing brand advantages and customer loyalty. To further fortify its leading position in the industry, the Group has introduced a number of new beauty, slimming and anti-ageing treatments and machineries from time to time.

As the first listed beauty and slimming company in Hong Kong, the Group has consistently uphold the principles of quality products, professional services and honest operation. Backed by the strengths of the brand, the Group has won numerous awards over the years and enjoys sound reputation in Hong Kong, Macau and the PRC. It was strongly trusted by its customers. With increasingly intensive market competition, some industry players have resorted to all possible means including dishonest sales methods to secure their market shares. Coupled with various beauty and slimming incidents during recent years and seriously weak and outdated government supervision, customer confidence has been impaired. This, however, has at the same time encouraged the customer demand for quality beauty and slimming services. Maintaining the strategy of winning with quality, the Group will continue to leverage on its professional and outstanding beauty and slimming technologies, bring its brand visibility to the full play, and operate with honest and honour, in order to win over the consumers' trust, secure a wider business coverage in the high-end market and thereby realise sustainable growth and return.

Distribution Business in the PRC

Product distribution in the PRC is another core business of the Group and is carried out by the Group's subsidiary, Dong Fang. Dong Fang is one of the top three distributors of P&G in the greater China in terms of average sales in the PRC, and is the top distributor in the East China area. It is responsible for the overall distribution coverage in the Shanghai region and provides supply and sales services to its customers via various channels, including online platforms, electrical appliances merchants, department stores channel, local modernised retail malls, supermarkets, small-sized supermarkets, convenient stores, maternity stores and cosmetic stores headquartered or regionally headquartered in Shanghai. Products involved include OLAY skincare, Head & Shoulders, Vidal Sassoon, Pantene, Rejoice, Pampers, Crest, Safeguard, Whisper, Ariel, Oral-B and Gillette. Moreover, the Company is responsible for the SK-II business in East and West China areas, covering Shanghai city, Zhejiang Province, Jiangsu Province, Anhui Province, Henan Province, Shanxi Province, Sichuan Province and Chongqing city (8 provinces and cities in total). In the Period Under Review, Dong Fang has terminated certain sales channel through online platforms (JD.COM and TMALL.COM) and the revenue of the distribution business decreased to approximately HK\$225,011,000 during the Period Under Review.

Health, Beauty and Related Products

The Group spares no efforts in keeping itself abreast of time and marching at the forefront of the market. Through heavily investing in the development and introduction of products embedding advanced technologies and safe ingredients to enrich its portfolio of health and beauty products, the Group targets to bring to its customers a wider array of sophisticated product choices. This will in turn further enhance the attraction of the brand name Sau San Tong and ensure the Group's leading market position.

Going forward, the Group will continue to launch different safe and effective products that meet the different needs of its customers, helping them to achieve beauty in a healthy way. We believe that the segment of distribution of health and beauty products will continue to make a stable contribution to the Group's results in the time ahead.

Franchise Co-Operation Business in the PRC

Building on its successful business in Hong Kong and a strong brand visibility, the Group started venturing into the enormous market in the PRC back in early 2004 and effectively laid a solid foundation in the beauty and slimming industry in China ahead of its counterparts, reaping a sizeable market share. Envyng the outstanding achievement of “Sau San Tong”, competitors, imitators and even fakers began to spring up like mushroom on the PRC market where the entry barrier to the industry was relatively low. To tackle the situation, apart from establishing high-end flagship centres in China to help clearly identify ourselves, the Group specially combined the name of our founder, Dr. Cheung Yuk Shan, Shirley with its brand name to form the brand of “張玉珊修身堂” to establish the uniqueness of the brand, using it to fully explore the PRC market while letting the market and consumer more easily distinguish the genuine “Sau San Tong” brand and its inherent quality and professional products and services, protecting the consumers’ rights. The existing number of franchise co-operation shops also put “張玉珊修身堂” on the top position in the beauty and slimming industry in China.

Securities Investments Business

As a move to expand its diversified business, the Group has commenced the new segment of securities investments business in March 2015 to put the idle funds of the Company into long and short-term investments in listed securities in Hong Kong and other recognised securities markets in the overseas as well as wealth management products purchased from banks and other financial institutions, with a view to generate additional income outside its retail business, to widen its revenue base and minimise the risks of the Group on the overall, in order to enhance the capital use of the Company as well as the interests of the Company and its shareholders on the overall. During the Period under Review, the Group has recorded decrease in net losses on financial assets at fair value though profit and loss from approximately HK\$31,821,000 in the corresponding period in last year to approximately HK\$2,278,000 in the Period Under Review.



Money Lending Business

In 2016, the Group has commenced new business of money lending in order to better utilise the idle funds to generate additional returns to the Company. The Group provided both secured and unsecured loans with terms ranging from several months to 2 years. During the Period Under Review, the Group recorded interest income of approximately HK\$3,398,000 from money leading business, representing an increase of approximately 35% for approximately HK\$2,523,000 in the corresponding period in last year.

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

As at 30 June 2019, 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:

Name of director/ chief executive	Date of grant	Exercisable period	Subscription price per share	Aggregate long position in underlying shares of the Company	Approximate percentage interest in the Company's issued share capital
Mr. Mui Wai Sum	10 March 2016	10 March 2016 – 9 March 2021	HK\$1.056	2,276,420	0.33%
	31 August 2018	31 August 2018 – 30 August 2023	HK\$0.304	4,552,750	0.67%
				6,829,170	1.00%
Ms. Kwan Fei Ying	10 March 2016	10 March 2016 – 9 March 2021	HK\$1.056	2,276,419	0.33%
	31 August 2018	31 August 2018 – 30 August 2023	HK\$0.304	4,552,750	0.67%
				6,829,169	1.00%
Mr. Chan Ka Kin	31 August 2018	31 August 2018 – 30 August 2023	HK\$0.304	6,829,250	1.00%
Mr. Takashi Togo	31 August 2018	31 August 2018 – 30 August 2023	HK\$0.304	6,829,250	1.00%



Note: The above interest constitutes a long position of the Director and the chief executive in a physically settled equity derivative for the purpose of the SFO.

Save as disclosed above, as at 30 June 2019, none of the Directors or chief executive of the Company or their respective associates has any personal, family, corporate or other interests or short positions in the shares of the Company or its associated corporations (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are required to be notified to the Company and the Exchange.

SUBSTANTIAL SHAREHOLDERS ' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 June 2019, so far was known to any Directors or chief executive of the Company, the following interests of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

Long position in shares

Substantial shareholder	Capacity	Number of shareholding	
		Share	Percentage
Yau Chung Chung	Beneficial owner	80,550,000	11.79%
H N Group Limited	Beneficial owner	35,890,500	5.26%

Save as disclosed above, as at 30 June 2019, no person, other than the Directors of the Company and the chief executive of the Group whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Position in Shares" above, had registered an interest or short position in the share capital, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

COMPETING INTERESTS

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

CORPORATE GOVERNANCE PRACTICES

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

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

Code provision A2 stipulates the role of the chairman of the Board. The Company does not have the chairman of the Board and hence does not comply with code provision A2. The company has two executive directors who have performed part of the function of the chairman of the Board.

AUDIT COMMITTEE

The Group has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The audit committee comprises three Independent Non-executive Directors, namely Ms. Chiu Kam Hing, Kathy, Mr. Lau Wai Leung, Alfred and Mr. Roberts, Daniel William. The audit committee has reviewed the unaudited financial results of the Group for the three months ended 30 June 2019.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the three months ended 30 June 2019.

On behalf of the Board
Sau San Tong Holdings Limited
Mui Wai Sum
Executive Director

Hong Kong, 9 August 2019

As at the date of this report, the Board comprises Executive Directors namely Mr. Mui Wai Sum and Mr. Chan Ka Kin; Non-executive Director namely Mr. Takashi Togo; Independent Non-executive Directors namely Ms. Chiu Kam Hing, Kathy, Mr. Lau Wai Leung, Alfred and Mr. Roberts, Daniel William.



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

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