



THIRD QUARTERLY REPORT | 2020  
第三季度業績報告





## CHARACTERISTICS OF THE 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 AND NINE MONTHS ENDED 31 DECEMBER 2020

The Board of Directors of the Company announces the unaudited consolidated financial results of the Company and its subsidiaries (the "Group") for the three months and nine months ended 31 December 2020 together with comparative figures of the corresponding period ended in 2019 as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED)

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue	2				
— Distribution sale of cosmetic and skin care products		526,593	404,581	1,254,455	999,756
— Provision of beauty and slimming services		17,605	20,268	44,539	63,519
— Provision of franchise services		151	292	293	921
— Sale of health, beauty and related products		725	1,289	1,441	3,156
— Results from investments in securities		2,972	1,907	6,924	(17,258)
— Interest income from money lending		2,685	4,729	9,724	12,127
		<b>550,731</b>	433,066	<b>1,317,376</b>	1,062,221
Cost of sales		<b>(505,746)</b>	(389,385)	<b>(1,207,089)</b>	(963,947)
Gross profit		<b>44,985</b>	43,681	<b>110,287</b>	98,274
Other revenue	2	<b>2,069</b>	175	<b>7,392</b>	452
Other gains or losses		<b>(3,674)</b>	—	<b>1,610</b>	—
Selling and distribution costs		<b>(10,310)</b>	(26,959)	<b>(42,672)</b>	(74,155)
General and administrative expenses		<b>(18,301)</b>	(14,058)	<b>(63,886)</b>	(44,334)

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
Profit/(loss) from operations		<b>14,769</b>	2,839	<b>12,731</b>	(19,763)
Finance costs		<b>(283)</b>	—	<b>(732)</b>	—
Profit/(loss) before taxation		<b>14,486</b>	2,839	<b>11,999</b>	(19,763)
Income tax expense	3	<b>(4,073)</b>	(1,883)	<b>(7,386)</b>	(4,299)
Profit/(loss) for the period		<b>10,413</b>	956	<b>4,613</b>	(24,062)
Attributable to:					
Owners of the Company		<b>4,250</b>	(1,248)	<b>(5,359)</b>	(28,535)
Non-controlling interests		<b>6,163</b>	2,204	<b>9,972</b>	4,473
Profit/(loss) for the period		<b>10,413</b>	956	<b>4,613</b>	(24,062)
		<b>HK cents</b>	<b>HK cents</b>	<b>HK cents</b>	<b>HK cents</b>
Earnings/(loss) per share	4				
Basic		<b>5.66</b>	(1.70)	<b>(7.14)</b>	(39.20)

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

	For the three months ended 31 December		For the nine months ended 31 December	
	2020	2019	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Profit/(loss) for the period	10,413	956	4,613	(24,062)
<b>Other comprehensive income/ (loss) for the period:</b>				
<i>Items that may be reclassified subsequently to profit or loss:</i>				
— Exchange differences on translation of financial statements of foreign operations, net of nil tax	9,951	(6,095)	9,267	(5,489)
<b>Total comprehensive profit/ (loss) for the period</b>	<b>20,364</b>	<b>(5,139)</b>	<b>13,880</b>	<b>(29,551)</b>
Attributable to:				
Owners of the Company	11,778	(8,427)	(259)	(31,914)
Non-controlling interests	8,586	3,288	14,139	2,363
	20,364	(5,139)	13,880	(29,551)

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 Exchange. They have been prepared under historical cost basis, except that the investment property and 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 2020.

## 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 income; net gains or losses on financial assets at fair value through profit or losses and interest income from provision of money lending service. The amount of each significant category of revenue recognised during the period is as follows:

	For the nine months ended	
	31 December	
	2020	2019
	HK\$'000	HK\$'000
<b>Revenue</b>		
Distribution sale of cosmetic and skin care products	1,254,455	999,756
Provision of beauty and slimming services	44,539	63,519
Provision of franchise services	293	921
Sale of health, beauty and related products	1,441	3,156
Results from investments in securities	6,924	(17,258)
Interest income from money lending	9,724	12,127
	<b>1,317,376</b>	<b>1,062,221</b>



For the nine months ended  
31 December

	2020	2019
	HK\$'000	HK\$'000
<b>Other revenue</b>		
Bank interest income	1,091	133
Other interest income	—	10
Dividend income	92	14
Government subsidies ( <i>note</i> )	5,332	—
Others	877	295
	<hr/>	<hr/>
	7,392	452
	<hr/>	<hr/>

*Note:* The government subsidies include both the Anti-epidemic Fund for beauty parlours and massage establishments and party rooms and Employment Support Scheme from the Government of Hong Kong Special Administrative Region (the “HKSAR”) to provide relief to the Group affected by Coronavirus Disease-2019 (“Covid-19”).

The amount of subsidies entitled is based on the Group’s number of workers working in the beauty parlours and massage establishments and the Group is required to undertake and warrant that the Group does not implement redundancies during the subsidy period and spends all the wages subsidies on paying wages to the employees.

### 3. Income tax expense

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the People’s Republic of China (the “PRC”) on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.



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

	For the nine months ended	
	31 December	
	2020	2019
	HK\$'000	HK\$'000
Hong Kong profits tax	—	85
PRC enterprise income tax	7,386	4,214
	<b>7,386</b>	<b>4,299</b>

#### 4. Earnings/(loss) per share

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2020	2019	2020	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Earnings/(loss)</b>				
Earnings/(loss) attributable to owners				
of the Company, used in the				
basic and diluted earnings/(loss)				
per share calculation	4,250	(1,248)	(5,359)	(28,535)
<b>Shares</b>				
Weighted average number of ordinary				
shares in issue, used in the				
basic and diluted earnings/(loss)				
per share calculation	75,049,354	75,049,354	75,049,354	72,715,202

Following the share consolidation effective on 13 November, 2020, every ten issued and unissued existing shares of par value HK\$0.16 each in the share capital of the Company will be consolidated into one consolidated share of par value HK\$1.60 each in the share capital of the Company and the total number of consolidated shares in the issued share capital of the Company immediately following the share consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the share consolidation.

On 13 January 2021, the capital reduction and share sub-division are effective and the par value of the new shares is HK\$0.01.



The weighted average number of ordinary shares adopted in the calculation of earnings/(loss) per share have been adjusted by the effect of share consolidation. The comparative figures have also been adjusted on the assumption that the share consolidation had been effective in the prior period.

The assumed exercise of the outstanding share options has anti-dilutive effect and has therefore been excluded from the calculation of the diluted loss per share for the three months and nine months ended 31 December 2019.

All outstanding share options are cancelled during the period ended 31 December 2020. Accordingly, no diluted earnings/(loss) per share for the three months and nine months ended 31 December 2020 are presented.

## 5. Consolidated statement of changes in equity

### Attributable to owners of the Company

	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Exchange reserve HK\$'000	Share-based payment reserve HK\$'000	The PRC	Accumulated		Total	Non-controlling interests HK\$'000	Total equity HK\$'000
						statutory surplus reserve HK\$'000	Other reserve HK\$'000	losses/ Retained profits HK\$'000			
At 1 April 2020	120,079	787,794	(3,637)	(2,136)	6,625	21,904	28,055	(139,911)	818,773	(4,619)	814,154
Change in equity for the period:											
Profit/(loss) for the period	-	-	-	-	-	-	-	(5,359)	(5,359)	9,972	4,613
Other comprehensive income	-	-	-	5,100	-	-	-	-	5,100	4,167	9,267
At 31 December 2020	120,079	787,794	(3,637)	2,964	6,625	21,904	28,055	(145,270)	818,514	9,520	828,034
At 1 April 2019	109,268	778,605	(3,637)	3,562	6,625	19,967	28,055	(81,485)	860,960	14,794	875,754
Change in equity for the period:											
Issue of new shares	10,811	9,189	-	-	-	-	-	-	20,000	-	20,000
Profit/(loss) for the period	-	-	-	-	-	-	-	(28,535)	(28,535)	4,473	(24,062)
Other comprehensive income	-	-	-	(3,379)	-	-	-	-	(3,379)	(2,110)	(5,489)
Dividend paid to Non-controlling interests	-	-	-	-	-	-	-	-	-	(23,743)	(23,743)
At 31 December 2019	120,079	787,794	(3,637)	183	6,625	19,967	28,055	(110,020)	849,046	(6,586)	842,460



## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2020 (2019: Nil).

## MAJOR EVENTS

### (1) Disposal of subsidiaries

- (A) On 28 August 2020, the Group disposed of the entire equity interest in Earth Limited (“Earth”) holding an investment property, all the obligations, liabilities and debts owing or incurred by Earth to the Company and shareholder’s loan to an independent third party for a total consideration of HK\$23,000,000.

#### Consideration received on disposal of Earth:

	<i>HK\$'000</i>
Cash consideration	23,000

#### The assets and liabilities of Earth disposed at completion date comprise:

	<i>HK\$'000</i>
Investment property	22,000
Prepayments, deposit and other receivables	784
Amount due to the Group	(18,319)
Net assets disposed of	4,465



(1) Disposal of subsidiaries (Continued)

(A) (Continued)

**Gain on disposal of a subsidiary:**

	<i>HK\$'000</i>
Consideration received and receivable	23,000
Net assets disposed of	(4,465)
Shareholder's loan disposed	(18,319)
	<hr/>
Gain on disposal	216
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**Net cash inflow arising on disposal:**

	<i>HK\$'000</i>
Cash consideration	23,000
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(B) On 25 September 2020, the Group disposed of the entire equity interest in Max Target Investment Limited ("Max Target"), all the obligations, liabilities and debts owing or incurred by Max Target to the Company and shareholder's loan to an independent third party for a total consideration of HK\$1,500,000.

**Consideration received on disposal of Max Target:**

	<i>HK\$'000</i>
Cash consideration	1,500
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(1) Disposal of subsidiaries (Continued)

(B) (Continued)

The assets and liabilities of Max Target disposed at completion date comprise:

	<i>HK\$'000</i>
Intangible asset	985
Financial assets at fair value through profit or loss	7
Cash and cash equivalents	7
Amount due to the Group	(2,250)
	<hr/>
Net liabilities disposed of	(1,251)

Gain on disposal of a subsidiary:

	<i>HK\$'000</i>
Consideration received and receivable	1,500
Net liabilities disposed of	1,251
Shareholder's loan disposed	(2,250)
	<hr/>
Gain on disposal	501

Net cash inflow arising on disposal:

	<i>HK\$'000</i>
Cash consideration	1,500
Less: bank balances and cash disposed of	(7)
	<hr/>
	1,493
	<hr/>



(2) **Goodwill impairment**

During the Period Under Review, the impairment amounting to approximately HK\$ 6,408,000 is arising from the Group's cash-generating units (CGUs) related to provision of beauty and slimming services in the PRC.

Due to the current economic environment in the PRC and the decline of business performance of beauty and slimming business under this CGU, the management is of the opinion that the goodwill related to such CGU has been fully impaired.

(3) **Capital Reorganisation and change in board of lot size**

On 24 September 2020, the Company proposes to implement a capital reorganisation and change in board of lot size. The capital reorganisation involves share consolidation, capital reduction and share sub-division. The capital reorganisation and the change in board lot size would help maintain the transaction amount for each board lot at a reasonable level and attract more investors, provide flexibility for equity fund raising of the Company in the future and eliminate a substantial amount of the Company's accumulated losses, hence, allowing greater flexibility for the Company to pay dividends in the future.

The share consolidation is effective on 13 November 2020 and the capital reduction and share sub-division are effective on 13 January 2021.

The Directors consider that the capital reorganisation and change in board lot size are in the interests of the Company and the Shareholders as a whole. Details are set forth in the announcements dated 24 September 2020, 15 December 2020 and 12 January 2021 and the circular dated 19 October 2020.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

For the nine months ended 31 December 2020 (the “Period Under Review”), the Group’s revenue amounted to approximately HK\$1,317,376,000 representing an increase of approximately 24% from approximately HK\$1,062,221,000 in the corresponding period in last year. The increase was mainly due to the increase in the distribution sales of cosmetic and skin care products from Shanghai Dong Fang Ri Hua Sales Co. Ltd. (“Dong Fang”) from approximately HK\$999,756,000 in the corresponding period in last year to approximately HK\$1,254,455,000 in the Period Under Review and the net gains of approximately HK\$6,924,000 in the Period Under Review from the investments in the Hong Kong stock market and unlisted equity fund outside Hong Kong compared to the net loss of approximately HK\$17,258,000 in the corresponding period in last year.

The increase of the Group’s revenue was partially offset by the decrease of revenue generated from the provision of beauty and slimming services from approximately HK\$63,519,000 in the corresponding period in last year to approximately HK\$44,539,000 in the Period Under Review, representing a decrease of 30% and the decrease of revenue generated from sales of healthy, beauty and related products from approximately HK\$3,156,000 in the corresponding period in last year to approximately HK\$1,441,000 in the Period Under Review, representing a decrease of 54%.

Also, the increase of the Group’s revenue was also partially offset by the decrease of revenue generated from the interest income from money lending from approximately HK\$12,127,000 in the corresponding period in last year to approximately HK\$9,724,000 in the Period Under Review, representing a decrease of 20%.

During the Period Under Review, the gross profit was approximately HK\$110,287,000 representing an increase of 12% from approximately HK\$98,274,000 in the corresponding period in last year. Together with dedicated efforts in controlling the operating costs and the anti-epidemic fund received from the HKSAR, the Group recorded the loss attributable to owners of the Company amounted to approximately HK\$5,359,000 in the Period Under Review from approximately HK\$28,535,000 in the corresponding period in last year, representing a decrease of 81%.



## OUTLOOK

### Beauty, Slimming and Spa Centres

During the Period Under Review, the slower Hong Kong and PRC economic growth and the threat of US-China trade war have negative impact on consumer confidence. In addition, the outbreak of the Covid-19 and a series of mandatory quarantine measures adversely influence the operating environment and consumer sentiments, the Group's performance was unavoidably affected to some extent in the Period Under Review. The revenue generated from the beauty, slimming and spa centres in both Hong Kong and the PRC decreased by approximately 30% from approximately HK\$63,519,000 in the corresponding period in last year to approximately HK\$44,539,000 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 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. In the Period Under Review, the revenue of the distribution business increased to approximately HK\$1,254,455,000 (2019: approximately HK\$999,756,000). After months of restrictions to contain the spread of the Covid-19, the Covid-19 epidemic has been mitigated in the PRC. The sales distribution channel gradually resumes from coronavirus lockdown and the sales performance comes back on track. In addition, due to the strict travel restrictions to foreign countries, the residents alternatively have their consumption in the PRC leading to the increase of local demand and improvement of the sales performance.

## 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 new 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 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 net gains on financial assets at fair value through profit and loss of approximately HK\$6,924,000, as compared with net losses of approximately HK\$17,258,000 in the corresponding period in last year.

## Money Lending Business

In 2016, the Group commenced the business segment of provision of money lending services. The Group provided both secured and unsecured loans. During the Period Under Review, the Group recorded interest income of approximately HK\$9,724,000, representing a decrease of 20% from approximately HK\$12,127,000 in the corresponding period in last year.

## USE OF PROCEEDS

The Group completed the Rights Issue on 3 March 2017 resulting in net proceeds of approximately HK\$352,000,000. Details of the use of proceeds is as follows:

Use of net proceeds	Utilised amount of the net proceeds up to	Unutilised balance as at 31 December 2020	Expected timeline for unutilised proceeds as at 31 December 2020
	31 December 2020		
	HK\$' million	HK\$' million	(Note)
Acquisition of commercial, industrial and residential properties situated in the PRC and Hong Kong	16	100	Approximately HK\$20 million by 30 June 2021 and approximately HK\$80 million by 31 December 2021
Repayment of the outstanding amount due to Dr. Cheung Yuk Shan, Shirley under the Convertible Note	20	—	—
Development of the Group's money lending business	40	38	By 30 June 2021
Renovation of offices and shops in the PRC and Hong Kong	7	53	By 30 September 2021
Development of securities investment business	30	—	—
General working capital of the Group and/or investment opportunities	25.1	22.9	By 30 September 2021
<b>Total</b>	<b>138.1</b>	<b>213.9</b>	

*Note:*

The expected timelines for utilising the remaining net proceeds is based on the best estimation of the present and future business market situations made by the Group. It may be subject to further change based on the future development of the market conditions.



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

As at 31 December 2020, 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 underlying shares of the Company**

#### ***Share Option Scheme***

As at 31 December 2020, 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 and the chief executive of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are required to be notified to the Company and the Exchange.

## SHARE OPTION SCHEME

	Date of grant	Exercisable period	Subscription price per share HK\$	At 1 April 2020	Granted during the period	Cancelled during the period	At 31 December 2020
Directors	10 March 2016	10 March 2016 – 9 March 2021	10.56	227,642	–	(227,642)	–
	31 August 2018	31 August 2018 – 30 August 2023	3.04	1,821,125	–	(1,821,125)	–
Chief Executive Officer	10 March 2016	10 March 2016 – 9 March 2021	10.56	227,641	–	(227,641)	–
	31 August 2018	31 August 2018 – 30 August 2023	3.04	455,275	–	(455,275)	–
Employee	31 August 2018	31 August 2018 – 30 August 2023	3.04	682,925	–	(682,925)	–
Other participant	31 August 2018	31 August 2018 – 30 August 2023	3.04	682,925	–	(682,925)	–
				4,097,533	–	(4,097,533)	–
Weighted average exercise price				HK\$3.87			HK\$nil
Weighted average of remaining contractual life				3.14 years			nil

*Note 1:* The numbers of options and the subscription price per share have been retrospectively adjusted for the Share Consolidation on 23 September 2016, 11 June 2019 and 13 November 2020.

*Note 2:* The options granted on 10 March 2016 and 31 August 2018 are immediately vested upon the date of grant.

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, according to the register kept by the Company pursuant to section 336 of the SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group:

Long positions in shares, underlying share and debentures of the Company or its associated corporations:

Name of holder of Shares/underlying shares of the Company	Capacity	Number of shares and/ or underlying shares of the Company held	Approximate percentage of the total issued share capital of the Company
Yau Chung Chung	Beneficial owner	10,111,000	13.47%

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at 31 December 2020, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

## 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.

## 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. Au Siu Lun. The audit committee has reviewed the unaudited financial results of the Group for the three months and nine months ended 31 December 2020.



## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended 31 December 2020.

On behalf of the Board  
**SAU SAN TONG HOLDINGS LIMITED**  
**Mui Wai Sum**  
*Executive Director*

Hong Kong, 8 February 2021

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



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

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