

SASA
making life beautiful

Sa Sa International Holdings Limited
莎莎國際控股有限公司
Stock Code 股份代號: 178

Interim Report 中期報告
2013/14



* for identification only
* 僅供識別



Beautiful results for
a beautiful you

寄奉 美麗成果

Just as letters are sent to convey warm wishes and postcards to share loving thoughts, our annual performance is delivered like a delightful greeting card filled with the joy of our success.

We offer premium solutions to bring out your beauty, and our beauty shows in the strong performance that we take pride to present to you year after year.

Now, more than ever, the beautiful you will continue to drive our success. Your support and love have always underpinned Sa Sa's accomplishments.

一封信件，一個祝福；一張明信片，一份關懷。我們提供優質多元化的美容方案，就像為顧客奉上一幀永恆的美；我們為股東創造價值，就像每年寄上節日賀卡一樣，與親友分享喜悅。

莎莎的成功，在於讓顧客綻放美麗。莎莎的美麗，在於每年將成果與股東分享。今後，美麗的您，是我們投入的動力。莎莎的成功，從來都是源自您的支持與愛戴。



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Results Highlights

業績摘要

HIGHLIGHTS

- The Group's turnover increased by 15.4% from HK\$3,377.5 million to HK\$3,899.1 million
- Retail sales in Hong Kong and Macau increased by 19.9% from HK\$2,564.1 million to HK\$3,073.8 million
- The Group's profit for the period was HK\$357.4 million, an increase of 26.7% from HK\$282.1 million
- Basic earnings per share were 12.6 HK cents as compared to 10.0 HK cents for the same period last year
- Interim and special dividends per share were proposed at 4.5 HK cents each, totalling 9.0 HK cents
- The Group's retail network increased from 260 to 271, a net increase of 11 stores
- The Group's first lifestyle concept store, Sa Sa Supreme, launched in August 2013
- Sa Sa was selected as a constituent member of the Hang Seng Corporate Sustainability Benchmark Index for the third consecutive year since 2011



Hang Seng Corporate
Sustainability Index
Series Member 2013-2014

業績摘要

- 集團營業額由去年同期的33億7,750萬港元增加15.4%至38億9,910萬港元
- 港澳地區零售銷售額由去年同期的25億6,410萬港元上升19.9%至30億7,380萬港元
- 本期內集團溢利由2億8,210萬港元增至3億5,740萬港元，增幅為26.7%
- 每股基本盈利為12.6港仙，去年同期則為10.0港仙
- 擬派中期及特別股息各每股45港仙，合共每股90港仙
- 集團零售網絡店舖數目由260間增加至271間，淨增加11間
- 集團首間生活概念店Sa Sa Supreme於2013年8月開業
- 自2011年，莎莎連續第三年成為恒生可持續發展企業基準指數成份股



恒生可持續發展企業
指數系列 2013 - 2014成份股

Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Dr KWOK Siu Ming Simon, *BBS, JP*
(Chairman and CEO)

Dr KWOK LAW Kwai Chun Eleanor, *BBS*
(Vice-chairman)

Mr LOOK Guy (CFO)

NON-EXECUTIVE DIRECTOR

Ms LEE Yun Chun Marie-christine

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor CHAN Yuk Shee, *PhD, SBS, JP*

Dr LEUNG Kwok Fai Thomas, *PhD, BBS, JP*

Ms TAM Wai Chu Maria, *GBM, JP*

Ms KI Man Fung Leonie, *SBS, JP*

Mr TAN Wee Seng

COMPANY SECRETARY

Mr TSANG Sai Chung Kirk

HEAD OFFICE

14th Floor, Block B, MP Industrial Centre
18 Ka Yip Street
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REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

董事會成員

執行董事

郭少明博士，*銅紫荊星章*，*太平紳士*
(主席及行政總裁)

郭羅桂珍博士，*銅紫荊星章*
(副主席)

陸楷先生 (首席財務總監)

非執行董事

利蘊珍小姐

獨立非執行董事

陳玉樹教授，*PhD*，*銀紫荊星章*，*太平紳士*

梁國輝博士，*PhD*，*銅紫荊星章*，*太平紳士*

譚惠珠小姐，*大紫荊勳章*，*太平紳士*

紀文鳳小姐，*銀紫荊星章*，*太平紳士*

陳偉成先生

公司秘書

曾細忠先生

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核數師

羅兵咸永道會計師事務所
執業會計師

主要股份登記及 過戶處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Corporate Information 公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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E-mail: is-enquiries@hk.tricorglobal.com
Website: www.tricoris.com

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications Company Limited, Hong Kong Branch
Citibank, N. A.
Hang Seng Bank Limited
Industrial and Commercial Bank of China (Asia) Limited
Standard Chartered Bank (Hong Kong) Limited
Sumitomo Mitsui Banking Corporation, Hong Kong Branch

SHARE INFORMATION

Stock code: 178
(The Stock Exchange of Hong Kong Limited)

INVESTOR RELATIONS

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CORPORATE WEBSITE

corp.sasa.com



SHOPPING SITE

www.sasa.com

香港股份登記及 過戶分處

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金鐘匯中心26樓
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網址： www.tricoris.com

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
花旗銀行
恒生銀行有限公司
中國工商銀行(亞洲)有限公司
渣打銀行(香港)有限公司
三井住友銀行香港支店

股份資料

股份代號：178
(香港聯合交易所有限公司)

投資者關係

企業傳訊及投資者關係部
莎莎國際控股有限公司
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公司網站

corp.sasa.com



購物網站

www.sasa.com

Five-Year Financial Summary

五年財務資料摘要

| | | 2013 | 2012 | 2011 | 2010 | 2009 |
|--|-----------------------|--------------------------------------|-----------|-----------|-----------|-----------|
| | | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| | | (Note 1) (附註1) Restated 經重列 | | | | |
| Condensed Consolidated Interim | | 簡明綜合中期收益表 | | | | |
| Income Statement | | | | | | |
| Turnover | 營業額 | 3,899,125 | 3,377,465 | 2,786,037 | 2,099,164 | 1,764,556 |
| Gross profit | 毛利 | 1,830,741 | 1,543,614 | 1,224,419 | 945,015 | 774,523 |
| <i>Gross profit margin</i> | <i>毛利率</i> | 47.0% | 45.7% | 43.9% | 45.0% | 43.9% |
| Operating profit | 經營溢利 | 424,242 | 344,616 | 269,243 | 212,737 | 148,440 |
| Profit for the period | 期內溢利 | 357,380 | 282,064 | 224,333 | 176,291 | 123,913 |
| <i>Profit margin</i> | <i>純利率</i> | 9.2% | 8.4% | 8.1% | 8.4% | 7.0% |
| Condensed Consolidated Statement of | | 簡明綜合財務狀況表 | | | | |
| Financial Position | | | | | | |
| Total assets | 總資產 | 2,957,172 | 2,481,396 | 2,129,640 | 1,678,254 | 1,459,420 |
| Total liabilities | 總負債 | (1,007,693) | (870,779) | (815,650) | (556,759) | (438,103) |
| Net assets | 淨資產 | 1,949,479 | 1,610,617 | 1,313,990 | 1,121,495 | 1,021,317 |
| Shareholders' funds | | 權益 | | | | |
| Share capital | 股本 | 283,226 | 282,175 | 280,855 | 139,636 | 138,333 |
| Reserves | 儲備 | 1,666,253 | 1,328,442 | 1,033,135 | 981,859 | 882,984 |
| Total Equity | 權益總額 | 1,949,479 | 1,610,617 | 1,313,990 | 1,121,495 | 1,021,317 |
| Condensed Consolidated Interim | | 簡明綜合中期現金流量表 | | | | |
| Statement of Cash Flows | | | | | | |
| Net cash generated from operating activities | 經營業務產生之現金淨額 | 323,303 | 250,347 | 208,796 | 158,399 | 111,587 |
| Per Share Data and Key Ratios | | 股份資料及主要比率 | | | | |
| Basic earnings per share (HK cents) (Note 2) | 每股基本盈利 (港仙) (附註2) | 12.6 | 10.0 | 8.0 | 6.3 | 4.5 |
| Diluted earnings per share (HK cents) (Note 2) | 每股攤薄盈利 (港仙) (附註2) | 12.6 | 10.0 | 7.9 | 6.3 | 4.5 |
| Dividend per share (HK cents) (Note 2) | 每股股息 (港仙) (附註2) | | | | | |
| Basic | 基本 | 4.5 | 2.5 | 2.0 | 1.5 | 1.5 |
| Special | 特別 | 4.5 | 4.5 | 4.0 | 3.0 | 3.0 |
| Total | 合共 | 9.0 | 7.0 | 6.0 | 4.5 | 4.5 |
| Closing share price as at 30 September (HK\$) (Note 2) | 於9月30日的收市價 (港元) (附註2) | 8.75 | 5.32 | 4.69 | 3.10 | 1.69 |

Five-Year Financial Summary

五年財務資料摘要

| | | 2013 | 2012 | 2011 | 2010 | (Note 1) (附註1) Restated 經重列 2009 |
|--|------------------------|----------------|----------|----------|----------|--|
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Net asset value per share (HK\$) (Note 2) | 股東權益每股賬面值 (港元)(附註2) | 0.69 | 0.57 | 0.47 | 0.40 | 0.37 |
| Return on equity | 股本回報 | 18.3% | 17.5% | 17.1% | 15.7% | 12.1% |
| Current ratio (times) | 流動比率(倍) | 2.49 | 2.30 | 2.18 | 2.59 | 2.91 |
| Total debt | 總借貸 | - | - | - | - | - |
| Operational Data | | 營運資料 | | | | |
| Number of retail outlets | 零售店舖之數目 | 271 | 258 | 227 | 180 | 159 |
| - Multi-brand "Sasa" stores | - 多品牌「莎莎」店舖 | 262 | 243 | 203 | 157 | 139 |
| - Single-brand stores/counters | - 單一品牌店舖／專櫃 | 9 | 15 | 24 | 23 | 20 |
| Total gross retail area (sq. ft.) (Note 3) | 總零售面積(平方呎)(附註3) | 603,666 | 559,583 | 444,108 | 324,639 | 263,387 |
| Stock turnover days | 存貨週期(日) | 131 | 128 | 131 | 116 | 111 |
| Number of employees (rounding to the nearest hundred) | 員工人數(以百位計算) | 5,000 | 4,700 | 4,000 | 3,200 | 2,600 |

Notes:

- (1) In FY2010/11, The Group had changed its accounting policy for measurement of leasehold building to cost less accumulated depreciation (the "cost model") instead of fair value amounts less subsequent depreciation. This change meant that the building component and the more significant land component of property leases were measured on the same cost basis. The change had been applied retrospectively to remaining useful lives at the date of change of accounting policy.
- (2) Figures in 2009 to 2010 have been adjusted for the 1:1 Bonus Issue.
- (3) The information on retail space provided is intended to allow the reader to appreciate the growth in retail network and the size of retail space only. As there are significant variation in sales per square foot between stores of different store sizes, as well as stores in different countries and location, the retail space information provided should not be used to analyse the trend on sales per square foot.

附註：

- (1) 在2010/11的財政年度，本集團更改計量租賃樓宇之會計政策，按成本減累計折舊（「成本模式」）計量，而非按公平值減其後折舊計量。此項變動意味物業租賃中樓宇成份與更重要之土地成份均以同一成本基準計量。此項變動已追溯應用於此項會計政策變動日期之餘下可使用年期。
- (2) 2009年至2010年的數據已按1送1發行紅股作出調整。
- (3) 所提供零售面積資料僅旨在讓讀者瞭解莎莎零售網絡的增長及整體零售面積。由於不同面積的店舖，以及不同國家及地點的店舖之間的每平方呎銷售額存有重大差異，所提供零售面積資料不應用作分析每平方呎銷售額的趨勢。

Management Discussion & Analysis

管理層討論及分析

INTERIM RESULTS

For the six months ended 30 September 2013 ("Period"), the Group's consolidated turnover amounted to HK\$3,899.1 million, representing an increase of 15.4% from HK\$3,377.5 million for the six months ended 30 September 2012 ("Previous Period"). The ongoing robust performance of our core market Hong Kong and Macau benefited the Group's performance. Retail sales in Hong Kong and Macau increased by 19.9% from HK\$2,564.1 million to HK\$3,073.8 million. The Group's gross profit margin rose from 45.7% to 47.0%.

The Group's profit for the period was HK\$357.4 million, representing an increase of 26.7% from HK\$282.1 million for the previous period. Basic earnings per share amounted to 12.6 HK cents as compared to 10.0 HK cents for the previous period. The Board resolved to declare an interim dividend of 4.5 HK cents (2012: 2.5 HK cents) per share and a special dividend of 4.5 HK cents (2012: 4.5 HK cents) per share. The Group's retail network increased from 260 to 271, a net increase of 11 stores, and the Group's first lifestyle concept store, Sa Sa Supreme, was launched in August 2013.

A highlight for the period was Sa Sa's nomination for the third successive year as a constituent member of the Hang Seng Corporate Sustainability Benchmark Index.

MARKET OVERVIEW

In the first half of 2013, external conditions in the advanced economies on the whole were still sluggish. While the eurozone economy remained weak, the pace of recovery in the United States was constrained by the fiscal drag. Nevertheless, Hong Kong cosmetics markets continued to be underpinned by the resilient domestic sector as well as buoyant inbound tourism. In the first nine months of 2013, Hong Kong retail sales and mainland tourist arrivals increased by 12.5% and 18.9% respectively on a year-on-year basis. Growth rate of day return tourists decelerated from 37.2% to 21.0%. This might be partially due to the curtailed trading of milk powder. However, the growth rate of overnight tourist arrivals picked up from 10.9% to 16.1%.

中期業績

截至2013年9月30日止六個月（「本期內」），集團綜合營業額為38億9,910萬港元，較截至2012年9月30日止六個月（「去年同期」）的33億7,750萬港元增加15.4%。集團的業績繼續受惠於我們香港及澳門核心市場的持續穩健表現。港澳兩地的零售銷售額由25億6,410萬港元上升19.9%至30億7,380萬港元。集團毛利率由45.7%上升至47.0%。

集團於本期內溢利為3億5,740萬港元，較去年同期的2億8,210萬港元增加26.7%。每股基本盈利為12.6港仙，去年同期則為10.0港仙。董事會經議決宣派中期股息每股4.5港仙（2012年：2.5港仙）及特別股息每股4.5港仙（2012年：4.5港仙）。集團零售網絡店舖數目由260間增加至271間，淨增加11間，而集團首間生活概念店Sa Sa Supreme於2013年8月開業。

本期內亮點是莎莎連續第三年獲選為恒生可持續發展企業基準指數成份股。

市場概覽

於2013年上半年，外圍先進經濟體系市況整體仍然疲弱。歐元區經濟繼續疲弱，而美國經濟復甦步伐則受到財政懸崖所拖累。然而，香港化粧品市場繼續受惠於本地強韌的零售需求，以及訪港旅遊業的蓬勃發展。於2013年首九個月，香港零售銷售及訪港大陸旅客人次分別按年增加12.5%及18.9%。即日往返旅客增長率由去年同期的37.2%放緩至今年的21.0%，部份原因可能是限制水貨客攜帶奶粉出境的措施所致。然而，過夜旅客人次增長加快，由去年同期的10.9%上升至今年的16.1%。

Management Discussion & Analysis

管理層討論及分析

In China, retail sales was above 13% and GDP growth was 7.8% respectively, both showing a slight rebound from July to September in 2013, indicating that the Chinese economy is moving towards steady growth, which is in line with the range expected by the Government and its policies to promote more sustainable growth. In Malaysia, firm domestic demand continued to support growth amid weaker external stimulus, and the cosmetics sector was comparatively more buoyant. Retail sales increased by 8% in April to June 2013. In Singapore, GDP and cosmetics sector sales growth showed slight improvement of 3.8% and 3.7% respectively in April to June 2013. Reflecting the continuing weakness of Taiwan's economy during the period, retail sales growth of Pharmaceutical and Medical Goods and Cosmetics in Taiwan only reached 0.6% in the first half of 2013.

OPERATIONS REVIEW

RETAIL AND WHOLESALE BUSINESS

HONG KONG AND MACAU

As testimony to the resilience of the cosmetics sector, the Group's retail sales growth in Hong Kong for the period outperformed the overall retail market and cosmetics sector. Turnover in Hong Kong and Macau increased 18.9% to HK\$3,128.2 million. Retail sales growth momentum in Hong Kong and Macau remained strong, with same store sales and same store number of transactions rising 13.0% and 5.7% in the period respectively. The total average sales value per ticket grew by 7.2%, while the average spending of local consumers increased by 1.5%. Profit after tax rose from HK\$283.0 million to HK\$374.8 million.

Several factors drove this performance. Mainland tourist arrivals in Hong Kong rose 18.9% while same-day visitors continued to be primary growth engine. The growth of overnight visitors increased from last year but visitors originating from second and third tier cities represented a growing percentage of the total. Although more visitors from these urban centres are coming to Hong Kong, their spending power is clearly less than visitors from first tier cities.

Leveraging on our successful strategy of penetration into non-tourist areas in Hong Kong, the Group continued to benefit from local and Mainland China tourist demand in these areas, particularly in the New Territories. Due to the successful broadening of our product development and marketing strategies and initiatives, sales of House Brand products rose by 26.3%.

於2013年7月至9月，中國的零售銷售與國內生產總值均略為反彈，前者按年增長逾13%，而後者按年增長7.8%，顯示中國經濟正朝著穩定增長方向邁進，符合中央政府預期的範圍以及其所推行的可持續增長政策。馬來西亞方面，儘管外圍經濟刺激疲軟，穩健的需求繼續支持當地的經濟增長，而化粧品行業相對較為蓬勃，零售銷售於2013年4月至6月期間增加8%。於2013年4月至6月，新加坡的國內生產總值及化粧品行業的銷售分別輕微增加3.8%及3.7%。於2013年上半年，台灣地區的藥品、醫療用品及化粧品的零售銷售僅微升0.6%，反映本期內台灣地區的經濟持續疲弱。

業務回顧

零售及批發業務

香港及澳門

在化粧品行業具抗禦特質的基礎上，集團本期內在香港的零售銷售增長優於整體零售市場及同業。港澳地區的營業額增加18.9%至31億2,820萬港元。港澳地區的零售銷售仍然維持穩健的增長動力，本期內同店銷售及同店交易宗數分別上升13.0%及5.7%。每宗交易的平均銷售總額增加7.2%，而本地顧客的平均消費金額增加1.5%。除稅後溢利由2億8,300萬港元上升至3億7,480萬港元。

此銷售表現由數項因素帶動，中國大陸訪港旅客的人次增長18.9%，其中即日往返旅客仍然是主要增長動力。中國大陸過夜旅客較去年有所增加，其中來自國內二、三線城市的旅客佔整體旅客的比率正在上升。這些國內城市的訪港旅客雖日益增加，惟其消費力明顯較國內一線城市居民為低。

由於滲透至香港非遊客區的策略奏效，集團藉此繼續把握本地顧客及中國大陸旅客在非遊客區的消費需求而從中受惠，尤其是新界地區。而開發品牌、市場推廣策略和措施均推展得宜，使獨家品牌產品的銷售額增加26.3%。

Management Discussion & Analysis

管理層討論及分析

Due to the increase in House Brand mix, the gross profit margin rose by 1.6 percentage points. This enhanced performance more than offset the pressure of operating cost increments. Although the rental market moderated in 2013, the Group was still subject to high rental increments for renewals. The rentals of several tourist area stores were still much higher in the first half of 2013 in new lease terms as compared to three years ago. Frontline and back office staff costs also increased due to the strengthening of incentives to retain good and experienced staff in the midst of serious understaffing problems in the retail industry.

The Group continued to implement network expansion in a strategic and disciplined manner, taking into account market needs and cost considerations, in order to increase market share and capture potential in both tourist and non-tourist areas. Our first-in-Asia lifestyle concept store, Sa Sa Supreme, invited a number of prestigious international brands, as well as young and trendy brands to cooperate in building Hong Kong's first beauty hot spot. Sa Sa Supreme houses multiple beauty salons, a professional hair salon, nail spa services, and a tasteful lifestyle boutique cafe to create an exclusive space with comprehensive services of the highest quality, as well as a vastly enhanced shopping environment for customers.

We added a net six "Sasa" stores during the period. As at 30 September 2013, there were 103 "Sasa" stores (including seven in Macau), one Suisse Programme standalone store and two La Colline standalone stores.

MAINLAND CHINA

Overall turnover for our Mainland China operations decreased by 3.3% in local currency terms to HK\$167.2 million, while same store sales growth in local currency decreased 6.9% for the period. The loss for the period amounted to HK\$27.2 million.

This modest performance was largely due to the adoption of a strategy with more focus on House Brand products. This strategy has proven to be successful in Hong Kong, but the execution in Mainland China was hampered by the relative inexperience of new staff, weaker execution abilities and changes in management, leading to a loss of sales.

由於獨家品牌產品的佔比提升，毛利率增加1.6個百分點，足以抵銷經營成本上升的壓力。儘管2013年租務市場稍為降溫，惟集團為店舖續租時仍被大幅加租。數間位於遊客區店舖於2013年上半年續租的租金仍然遠高於三年前之水平。面對零售業人手嚴重短缺，為挽留表現優秀和經驗豐富的員工，集團加強表現獎勵計劃，導致前線及後勤員工成本有所上升。

集團在考慮市場需求及成本的因素後，繼續有策略和審慎地擴展店舖網絡，務求提升遊客區及非遊客區的市場佔有率及把握市場潛力。此外，集團在香港開設全亞洲第一間帶有生活概念之化粧品零售店Sa Sa Supreme，引入多個國際知名品牌以及趨時的年輕品牌，合力打造香港首個美容熱點。Sa Sa Supreme滙聚多個美容中心、專業髮廊、美甲服務，以及一家富生活品味的時尚精品咖啡店，為顧客創造品質一流、全方位服務的專屬空間，大大提升購物體驗。

集團的「莎莎」店舖於本期內淨增加六間。於2013年9月30日，集團共有103間「莎莎」店舖（其中七間位於澳門），另有一間「瑞士葆麗美」Suisse Programme專門店及兩間「科麗妍」La Colline專門店。

中國大陸

集團於中國大陸業務的整體營業額按當地貨幣計算下跌3.3%至1億6,720萬港元，而本期內同店銷售增長按當地貨幣計算下跌6.9%。本期內虧損為2,720萬港元。

銷售表現有所轉弱，主要因為我們在策略上更為專注於獨家品牌的產品。此策略於香港市場卓見成效，中國大陸在執行上受制於相對缺乏經驗之新聘員工、較弱之執行能力以及管理層變動，導致銷售有所損失。

Management Discussion & Analysis

管理層討論及分析

The Group consciously fine-tuned our strategies and adopted a lower cost and more efficient boutique store format for some of our new store openings in the first half of 2013. This will help to increase store level profitability, improve our store network scalability and to solidify our presence in the Mainland. We set up a new representative office in Guangzhou to support the training and marketing functions, as well as to improve the support and supervision of own label sales in the Mainland. The aim is to enhance our operational efficiency in the Southern and Central Clusters.

As at 30 September 2013, we had a presence in 28 cities and across 17 provinces in Mainland China with 58 "Sasa" stores and six Suisse Programme counters.

SINGAPORE

During the period, the turnover for our Singapore operations was HK\$124.4 million, a slight decrease of 0.5% in local currency terms over the previous period. Same store sales growth in local currency decreased 1.8%.

The decrease in retail sales and same store sales growth was largely caused by manpower constraints at all levels. This is also felt at the frontline due to the tightened foreign worker quotas, which adversely affected our store productivity. Moreover, there were fewer atrium sales as compared to the corresponding period last year because of a lack of vacancies in the schedule. As at 30 September 2013, there were 21 "Sasa" stores in Singapore.

MALAYSIA

The turnover for our Malaysia operations was HK\$162.9 million, an increase of 14.4% in local currency terms over the previous period. Same store sales growth rose 6.2% in local currency.

Our retail sales growth exceeded that of our peers as well as the overall retail market due to the Group's strong retail network and effective marketing campaigns. As at 30 September 2013, there were 52 "Sasa" stores in Malaysia.

集團於2013年上半年謹慎地微調策略，並在部份新開業店舖採用成本較低，但更具效率的精品概念店營運模式，此舉將有助提升店舖層面的盈利能力，以及店舖擴展能力，以鞏固集團在中國大陸市場的地位。我們在廣州開設代表辦事處，以支援培訓及市場推廣的工作，並且為專有品牌產品於中國大陸市場的銷售提供更好的支援及監督，銳意提升華南及華中地區業務的營運效率。

於2013年9月30日，集團已成功進軍中國大陸28個城市，足跡遍佈17個省份，設有58間「莎莎」店舖及六個「瑞士葆麗美」Suisse Programme專櫃。

新加坡

本期內，集團新加坡業務的營業額為1億2,440萬港元，按當地貨幣計算較去年同期輕微減少0.5%。同店銷售增長按當地貨幣計算減少1.8%。

新加坡零售銷售及同店銷售增長下降主要由於各職級員工短缺。而因為當局收緊外勞限額，前線人手亦受波及，影響店舖生產力。另外，因為缺乏檔期之緣故，商場攤鋪銷售較去年同期有所減少。於2013年9月30日，新加坡有21間「莎莎」店舖。

馬來西亞

集團馬來西亞業務的營業額為1億6,290萬港元，按當地貨幣計算較去年同期增長14.4%。同店銷售按當地貨幣計算增長6.2%。

由於集團穩固的零售網絡，加上有效的市場推廣活動，集團在馬來西亞的零售銷售增長優於同業，甚至超越整體零售市場的表現。於2013年9月30日，馬來西亞有52間「莎莎」店舖。

Management Discussion & Analysis

管理層討論及分析

TAIWAN

Turnover in the Group's Taiwan business increased by 6.2% in local currency terms to HK\$130.9 million during the period, and same store sales rose 0.4% in local currency.

Despite weak local consumption sentiment, we have enlarged our network over the past years, particularly in the tourist areas, to capture the growth potential from Mainland tourists. Although Mainland tourists remain a small percentage of our business, the tourist mix including other tourists increased steadily as compared to the same period last year. We also enhanced our product portfolio and strengthened our lower priced product offerings with the objective of increasing traffic and driving sales through cross-selling. We added one new store during the period. As at 30 September 2013, there were 28 "Sasa" stores in Taiwan.

E-COMMERCE – sasa.com

Turnover for sasa.com amounted to HK\$185.6 million, representing an increase of 1.3% over the previous period. The decrease in sales growth was mainly due to more players with a strong financial background competing in the Australia market and focusing on acquiring as many customers as possible rather than making profits, thereby fuelling competition and increasing price pressure. Department stores in Australia also slashed prices to realign with international prices, making shopping online overseas less attractive. A significantly weaker Australian Dollar heightened the negative effect.

In response to the intense competition, the Group devoted more efforts to promote our brand and platform via email marketing, search engine marketing and affiliate marketing. sasa.com remained widely recognized in the industry, receiving the "Annual Partner Award" in the Google Hong Kong Partners Awards 2013, and "Search Engine Marketing Award" in the Google Best Overseas Brand Communications Awards during the period.

BRAND MANAGEMENT

The Group's sales of House Brands increased steadily by 22.9%, and the House Brand mix increased to 44.2% of the Group's total retail sales. Our strategy of allocating more sales and marketing resources to House Brands with the greatest growth potential, and also to our hero products, successfully drove the sales growth of our own-branded and exclusively distributed products.

台灣地區

本期內，集團在台灣地區業務的營業額增加至1億3,090萬港元，按當地貨幣計算的增長率為6.2%，而同店銷售按當地貨幣計算增長0.4%。

儘管當地消費意欲疲弱，我們往年仍擴展網絡，特別是於遊客區內，充份把握來自中國大陸旅客的增長潛力。雖然目前大陸旅客的業務佔比仍然偏低，惟包括其他地方旅客的整體旅客佔比亦較去年同期穩步上升。我們同時優化產品組合，加入更多價格優惠的產品，以帶動人流，也透過交叉銷售推動銷售增長。我們於本期內新增一間店舖。於2013年9月30日，在台灣地區有28間「莎莎」店舖。

電子商貿 – sasa.com

sasa.com的營業額為1億8,560萬港元，較去年同期增加1.3%。銷售增長放緩的主要原因，是澳洲市場有更多財力雄厚的經營者加入競爭，此等經營者不急於賺取利潤，反以爭取顧客為重，導致競爭加劇及價格受壓。澳洲各大百貨公司為與國際價格接軌而割價，導致海外網購吸引力下降，而澳元大幅貶值也讓海外網購經營更為困難。

為應對激烈的競爭，集團致力透過電郵、搜尋引擎及聯屬公司以推廣我們的品牌及電子商貿平台。sasa.com在電子商貿行業繼續獲得廣泛認同，於本期內獲得Google香港合作夥伴獎項2013的「年度合作夥伴獎」，並榮獲Google最佳海外品牌傳播獎項2013的「搜尋引擎營銷獎」。

品牌管理

集團獨家品牌產品的銷售額穩步上升22.9%，而這些品牌在集團整體零售銷售所佔的比例上升至44.2%。集團的策略是增撥資源，銷售及推廣最具增長潛力的獨家品牌以及我們的皇牌產品，此舉有效帶動專有品牌及獨家分銷品牌產品的銷售增長。

Management Discussion & Analysis

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Our emphasis on closely following market trends by launching timely and trendy new products catering to different customer segments, such as "Banila Co.", a sole agent brand that is one of the top beauty brands in South Korea, continued to generate good returns for the Group. The increasing number of young and mass product offerings also helped to drive the growth of our House Brands. We will continue to implement our diversification strategy in the product categories as well as to broaden our appeal to segments such as the young people and home DIY sector. The period witnessed the launch of new Suisse Programme ambassadors with a series of product promotion campaigns.

AWARDS

In the first half of the fiscal year, we achieved several awards for the Group's exclusive products from leading beauty magazines in Hong Kong, Singapore, Malaysia and Taiwan Region:

Hong Kong *East Week Beauty Awards 2013* 香港 2013年《東周刊》時尚美容大獎

Caudalie Vinosource S.O.S Thirst Quenching Serum
Caudalie葡萄籽急救保濕精華

Best Vegan Skin Beautifying Product
最佳蔬果美肌產品

Collistar Reshaping Body Slimming Treatment
Collistar塑形纖體霜

Best Slimming Product
最佳纖體產品

Harper's BAZAAR Beauty Awards 2013 – Red List 2013年《Harper's BAZAAR時尚芭莎》Beauty Awards – Red List

La Colline Cellular Vital Eye Mask
科麗妍活細胞眼部美化膜

Winner
得獎產品

Marie Claire Best Seller 2013 2013年《Marie Claire瑪利嘉兒》最暢銷產品

Elizabeth Arden Ceramide Range
Elizabeth Arden時空極緻系列

NUXE Reve de Miel
NUXE蜂蜜柔護系列

Suisse Programme Cellular Boosting Solution
瑞士葆麗美活氧細胞生肌昇華露

Hadatuko Rye Placenta Beauty Drink
肌つ子麥子肌植物胎座美肌飲料

Marie Claire Best Anti-aging 2013 2013年《Marie Claire 瑪利嘉兒》最佳抗衰老產品

Suisse Programme Collagex Premier Intensive Cream
瑞士葆麗美極緻膠原全效面霜

我們緊貼市場趨勢，推出時尚新穎的產品，迎合不同顧客群的需要，這些新產品繼續為集團帶來可觀回報，例如剛引入南韓頂級美容品牌之一「Banila Co.」作為我們的獨家代理品牌。我們不斷加入多種迎合年輕人及普羅大眾品味的產品選擇，亦有推動獨家品牌增長。我們將堅持採取產品種類多元化的策略，並贏取不同顧客群的青睞，如年輕顧客及喜歡居家自助美容的顧客群。本期內我們為「瑞士葆麗美」Suisse Programme委聘新代言人，以配合一連串產品推廣活動。

獎項

於本財政年度上半年，集團的獨家品牌產品榮獲香港、新加坡、馬來西亞及台灣地區權威美容雜誌頒發多個獎項：

Jessica Code Excellence Award 2013

2013年《Jessica Code 旭萊》年度殊榮

Suisse Programme Collagex Premier Intensive Cream
瑞士葆麗美極緻膠原全效面霜

Excellence in Face Firming Cream Award
緊緻面霜獎

Jessica Code Top 15 Whitening & Sun Block 2013

2013年《Jessica Code 旭萊》首十五名美白及防曬霜

Méthode SWISS Thermal White Repair Cream
Méthode SWISS溫泉亮白修護面霜

Jessica Code Premium One Award 2013

2013年《Jessica Code 旭萊》尊貴產品殊榮

NUXE Nuxellence & Nirvanesque
NUXE花妍能量基底液及牡丹睡蓮活膚褪紋系列

Suisse Programme Plaitnum Precious Eye Care Duo
瑞士葆麗美白金尊貴眼部組合

Jessica Code My Star-rated Beauty Award 2013

2013年《Jessica Code 旭萊》My Star-rated Beauty Award

Suisse Programme Cellular Boosting Solution
瑞士葆麗美活氧細胞生肌昇華露

Best Essence Lotion
最佳精華露

ELLE Beauty Awards Monthly Star

2013年《ELLE》Beauty Awards Monthly Star

Suisse Programme Cellular Boosting Solution
瑞士葆麗美活氧細胞生肌昇華露

Best Booster
最佳昇華露

Fashion & Beauty OL Brands 2013

2013年《Fashion & Beauty 流行新姿》OL直選•完美品牌大賞

Méthode SWISS Anti-Shine Hydrating Essence Gel
Méthode SWISS抗油光保濕精華凝膠

OL's Favourite Pore Minimizing and Oil Control Product
OL至愛收毛孔及控油產品

Hadatuko Rye Placenta Beauty Drink
肌ㄝ子麥子肌植物胎座美肌飲料

OL's Favourite Skin Beauty Drink Supplement
OL最愛緊緻彈滑美肌飲品

Roadshow Loved Brand Award 2013

2013年一路最愛品牌大獎

CYBER COLORS Ex Volume Mascara
CYBER COLORS豐盈捲翹防水睫毛膏

Singapore
新加坡

The CLEO Beauty Hall of Fame 2013

2013年《The CLEO》Beauty Hall of Fame

Neogence Extreme Pore-Reducing Serum
Neogence毛孔緊緻精華

Best Pore Reducer
最佳毛孔緊緻產品

Suisse Programme Collagex Premier Global Lift Concentrate (Face & Neck)
瑞士葆麗美極緻膠原全效緊緻精華(面部及頸部)

Best Facial Contouring Treatment
最佳面部輪廓修護產品

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Singapore Women's Weekly Best Beauty Buys 2013 **2013年《Singapore Women's Weekly》最暢銷美粧產品**

| | |
|--|---|
| Suisse Programme Gigawhite Supreme White Radiance Treatment 瑞士葆麗美億能量潔白緊緻修護療程 | Best Intensive Dark Spot Busting Treatment 最佳密集改善暗啞護理產品 |
| Méthode SWISS Thermal Oxygen Soothing Eye Cream Méthode SWISS溫泉注氧舒緩眼霜 | Best Eye Cream 最佳眼霜 |
| GoodSkin LabsZ-PORE GoodSkin Labs毛孔瞬間細緻霜 | Best Pore Primer 最佳毛孔遮暇 |

Malaysia **馬來西亞**

The CLEO Beauty Hall of Fame 2013 **2013年《The CLEO》Beauty Hall of Fame**

| | |
|---|--------------------------------------|
| Skin Peptoxyl One Touch Anti-Blemish Treatment pads Skin Peptoxyl舒緩淨化濕抹紙 | Best Acne Treatment 最佳粉刺護理產品 |
| CYBER COLORS 24 Hr Eyebrow Pen CYBER COLORS 24小時柔滑眉筆 | Best Brow Pen 最佳眉筆 |
| Color Combos Eyebrow Kit Color Combos眉粉組合 | Best Brow Kit 最佳眉粉組合 |
| Sasatinnie Rose makeup wipes Sasatinnie玫瑰卸粧紙巾 | Best Make-Up Remover Wipes 最佳卸粧紙巾 |
| Dr. Jart Pore Medic Peeling Gel Dr. Jart平衡清爽角質護理凝膠 | Best Exfoliator 最佳去角質產品 |
| Haruhada UV Skin Mist SPF30 +++ Haruhada SPF30 +++補濕防曬噴霧 | Best Sunscreen 最佳防晒產品 |
| Sasatinnie Perfect Duo Eyeliner Sasatinnie極致完美雙頭眼線筆 | Best Dual Eyeliner 最佳雙頭眼線筆 |

The Malaysian Women's Weekly – Best Beauty Buys 2013 **2013年《The Malaysian Women's Weekly》最暢銷美粧產品**

| | |
|---|---|
| Suisse Programme Cellular Boosting Solution 瑞士葆麗美活氧細胞生肌昇華露 | Beauty Star-Anti-Aging Treatment 星級坑衰老護理產品 |
| CYBER COLORS Gemstone Compact powder SPF40+++ CYBER COLORS寶石晶瑩粉餅SPF40+++ | Best Compact Powder 最佳粉餅 |
| CYBER COLORS All-in-1 Moisturizing Cleansing Water CYBER COLORS多功能保濕潔膚水 | Best Make-up Remover 最佳卸粧水 |
| Sasatinnie Perfect Duo Eyeliner Sasatinnie極致完美雙頭眼線筆 | Best Eyeliner 最佳眼線筆 |

female/EH!/NuYou Magazines Beauty Best-Sellers 2013
2013年《female/EH!/NuYou雜誌》最暢銷美粧產品

Suisse Programme Cellular Boosting Solution
 瑞士葆麗美活氧細胞生肌昇華露

Méthode SWISS Thermal Oxygen Soothing Eye Cream
 Méthode SWISS溫泉注氧舒緩眼霜

DR.Wu Intensive Hydrating Serum W Hyaluronic Acid
 DR.Wu玻尿酸保濕精華液

CYBER COLORS Ex Volume Waterproof Mascara
 CYBER COLORS豐盈捲翹防水睫毛膏

CYBER COLORS Power White CC Cream SPF50 PA+++
 CYBER COLORS極緻亮白CC護膚底霜SPF50 PA+++

Collistar Super Concentrated Anticellulite Night Treatment
 Collistar晚間纖體精華和強效緊緻霜套裝

Herworld Beauty Awards 2013
2013年Herworld Beauty Awards

Suisse Programme Hydra Solution Softening Lotion
 瑞士葆麗美智能活水爽膚水

Best face Lotion
 最佳面霜

Suisse Programme Cellular Boosting Serum
 瑞士葆麗美活氧細胞生肌昇華原素

Best Hydrating Serum
 最佳補水精華

Taiwan
台灣

BAZAAR Whitening Awards 2013
2013年BAZAAR美白大賞

GoodSkin Labs BB10
 GoodSkin Labs BB10無瑕亮肌全效BB霜

BAZAAR Anti-aging Awards 2013
2013年BAZAAR抗老大賞

GoodSkin Labs Circleplex-2
 GoodSkin Labs日夜明眸亮肌眼霜

Beauty Anti-aging Awards 2013
2013年Beauty抗老大賞

GoodSkin Labs TRI-AKTILINE Plus
 GoodSkin Labs緊緻淡紋抗皺霜

OUTLOOK

The coming year will undoubtedly be challenging because of the uncertain global economy and relatively weak consumption sentiment. However, there are several positive factors. Although the growth of Mainland visitors has slowed and their spending power has weakened, the Group expects to experience continued growth momentum due to the continuing integration of Hong Kong with the Mainland and the strength of the demand for cosmetics from Mainland visitors, making our cosmetics business relatively resilient to changing economic circumstances. In addition, our increasing presence in residential areas will allow us to better serve the local consumers with suitable product selection supported by our professional services.

展望

鑑於全球經濟前景不明朗，加上消費意欲較為疲弱，來年無疑將會充滿挑戰，猶幸仍有幾項正面因素存在。雖然內地訪港旅客增長放緩，其消費力也減弱，惟面對中港兩地持續融合、內地旅客對化粧品需求穩健的勢頭，集團預期將能繼續維持增長動力，使我們的化粧品業務得以抵禦經濟狀況不斷轉變帶來的衝擊。此外，我們的銷售點覆蓋率在住宅區日益提升，輔以我們專業的服務，使我們可為本地消費者提供適切的產品選擇。

Management Discussion & Analysis

管理層討論及分析

The Group's performance beyond Hong Kong and Macau has been relatively mixed. With a stronger performance in the Malaysian market, we remain committed to making a similar success of our other markets and will take immediate steps to strengthen local management to generate satisfactory contributions to the Group. The cost pressure from high rentals in Hong Kong continues but is abating from its peak. The shortage of staff continues to be an issue throughout the region, affecting both costs and productivity.

The Group has a unique positioning in its product selection, offering a full range of beauty products from mass to premium. We will leverage on this positioning to lure consumers with a good selection of products at different market segments with attractive offers. In doing so, we will be able to perform consistently under different economic circumstances, allowing customers to trade up when their purchasing power increases and to trade down when they so desire.

Going forward, the Group intends to make further headway in strengthening our own labels, targeting product gaps in our own product portfolio, identifying consumers' preference for new products as well as their ever-changing requirements in regard to product functions, and offering appropriate products to satisfy these demands. Furthermore, we will increase our House Brands coverage to boost the sales mix of our Owned Brands, enabling us to increase the Group's gross profit margin and offset rising cost pressures. We will also make use of more effective online and offline coordination for the purpose of building our Own Brands, creating greater awareness and recognition, and enhancing sales momentum. We are developing a system to improve the accuracy and reliability of ordering Own Brand products. This system development will facilitate a reduction in our manpower dependence and increase our scalability.

To enhance our position as the leading cosmetics retailing group in Asia, we will continue to expand our network in the region in a disciplined manner, taking into account market circumstances, and to strengthen our retail brand and product portfolio through closer cooperation with beauty brand owners.

集團在港澳兩地以外其他地區的業務表現相對參差。集團在馬來西亞市場業績表現相對穩健，我們將繼續致力於其他市場爭取同樣的佳績，並即時採取措施，加強當地的管理，為集團締造理想回報。香港繼續承受租金高企的成本壓力，惟租金已較高峰期回落。人手短缺仍困擾亞洲區內市場，對成本及生產力均構成影響。

集團的產品選擇具有獨特的定位，為顧客提供大眾化以至高檔的全方位美容產品。集團將憑藉此定位，以針對不同市場板塊的精選產品系列以及具吸引力的優惠來吸引消費者。藉此策略，我們將能夠在不同經濟環境下穩定經營，讓顧客能夠隨著購買力選購價位高或低的產品。

展望將來，集團有意進一步加強專有品牌、針對市場上的產品空缺、識別消費者對新產品的偏好及產品功效精益求精的需求，並提供合適產品以迎合其需求。此外，我們將會提高獨家品牌的覆蓋面，藉以進一步加強專有品牌的銷售比例，令集團毛利率上升，並抵銷成本上漲的壓力。我們亦會利用更有效的線上及線下的合作機會，打造專有品牌，提高品牌的知名度和認知水平，加強銷售的增長動力。我們正研發一套系統，改善專有品牌產品訂貨的準確性及可靠性，通過此系統的研發，將減少對人手的依賴，並提高規模擴張能力。

為了鞏固集團在亞洲區內化粧品零售集團的領導地位，我們將繼續因應市場狀況，審慎拓展地區網絡，並透過與美粧品牌更緊密地合作，強化我們的零售品牌及產品組合。

Management Discussion & Analysis

管理層討論及分析

The Group aspires to maintain and deepen our role as a good corporate citizen. We will endeavour to further develop appropriate strategies and to act on sustainability issues, including incorporating environmentally conscious measures throughout our operations. This commitment reflects our inclusion as a constituent stock of the Hang Seng Corporate Sustainability Benchmark Index.

HONG KONG AND MACAU

Ever since the launch of the Individual Visit Scheme in 2003, the growth in the number of Mainland tourist arrivals has been key to the Group's success in Hong Kong. As outbound Mainland tourists are increasingly visiting other countries due to more destination choices, the profile of Mainland tourists to Hong Kong is also changing as the more affluent first tier city residents travel further afield while lower tier city residents take their place. Day trippers from Shenzhen continue to visit Hong Kong, but their growth has been curtailed in the short term due to the restrictions placed on multiple day trips for the purposes of trade. This resulted in slower growth of per capita spending by Mainland visitors during the period. On a more positive note, rental growth in Hong Kong has been moderating, which is allowing us to expand steadily both in tourist and non-tourist locations.

Major infrastructural projects that are currently underway in Hong Kong will significantly enhance Hong Kong's connectivity with the fast growing Pearl River Delta region and beyond. These projects will provide more ease and convenience for a substantially increased base of Mainland tourists shopping in Hong Kong. The completion of the high-speed rail link will offer the 105 million residents of Guangdong province a one-hour train ride to Hong Kong, while the 145 million residents of Guangxi, Fujian and Hunan provinces will be within a four-hour train ride. This increasing ease of travel for day trippers from Southern China should buttress the long-term growth of retail sales in Hong Kong.

MAINLAND CHINA

Following intensive efforts to expand the Group's footprint in Mainland China, we will continue to develop our business in this challenging but fast growing cosmetics market. We will strengthen our management structure and training programmes to improve effectiveness and coordination and to improve cost management. We will also automate systems and enhance departmental coordination to increase operational effectiveness and scalability.

集團矢志緊守和加強作為良好企業公民的角色。我們將致力進一步制訂合適的策略，並將可持續發展的策略加以落實，包括在企業營運各個環節注入環保元素等，這從集團獲納入恒生可持續發展企業基準指數成份股，足為明證。

香港及澳門

自2003年實施個人遊計劃以來，內地訪港旅客數目不斷上升，是集團在香港市場成功的關鍵。然而，隨着內地出境旅客現今有更多旅遊目的地可供選擇，愈來愈多旅客選擇前往其他國家旅遊。面對內地較為富裕的一線城市居民轉往長線地區旅遊，訪港旅客由內地二、三線城市居民填補，以致內地訪港旅客的組合正逐步起變化。來自深圳的即日往返旅客持續訪港，惟由於實施限制水貨客一簽多行的措施，短期內抑制了深圳旅客數目增長的幅度，導致期內內地旅客的人均消費增長放緩。從較樂觀一面看，香港租金升幅經已放緩，我們有機會在遊客區及非遊客區穩步擴展業務。

香港正在進行的多項大型基建項目將顯著加強香港與快速增長之珠三角及其以外地區之連繫。該等工程項目竣工後，將為大幅增加的訪港購物內地旅客提供更多便捷。隨著廣深港高速鐵路落成，廣東省1.05億居民前往香港的車程只需一小時，而廣西、福建及湖南省1.45億居民來港亦只需四小時車程。來自中國華南地區旅客即日往返的交通更為方便，應可為本港零售銷售業務的長遠發展注入動力。

中國大陸

隨著集團致力拓展中國大陸的據點，集團將繼續在這個充滿挑戰和高速增長的化粧品市場發展業務。我們將強化管理架構及培訓計劃，以提升部門效率及工作協調，並改善成本管理。我們亦將發展自動化系統和加強部門之間的配合，以強化營運效能和提升規模擴展能力。

Management Discussion & Analysis

管理層討論及分析

The Group aims to improve our product offerings by strengthening close relationships with local suppliers, as well as with major global and regional beauty groups to secure more renowned international beauty brands, and we will add more exclusive and owned label products to increase the diversity of our brand portfolio. We will work closer with our suppliers to leverage on their products, marketing support and promotions.

Our Hong Kong own label team will also provide us with better support in this important market. To strengthen the brand building of private labels, we will continue to invest in fresh initiatives such as a new ambassador for Suisse Programme, and more public relations events and social media marketing. In a further bid to enhance brand image and to increase the exposure of our brands, we are also cooperating with reputable department stores to launch single brand counters as well as to offer beauty treatments. We will continue our collaboration with renowned online shopping platforms to build our own brands and add new sales channels.

There will be further enhancements to our product offerings, including strengthening certain product categories, to make our product portfolio more complete and to broaden our customer base. We believe that our performance will significantly improve with better display to allow the brands on offer to fully showcase their brand equities, and fully realize the effects of our marketing and promotions efforts.

We are confident that our investment in business process regeneration, comprehensive reporting and system automation will allow us to improve our operational efficiency and execution capability to reduce the impact of staff turnover.

The Group has adopted a lower cost and more efficient smaller store format for some of our new store openings to enhance cost efficiency and profitability and accelerate the pace of expansion. We will place more emphasis on store locations and terms to ensure better performance and to alleviate cost pressure upon renewal. We have revised the incentive system for our frontline staff to better remunerate them and to better manage and reward their performance. To further reduce the burden on our Shanghai office and minimize transportation time and costs, we will leverage on our management resources in Hong Kong to strengthen our store management in central and southern China.

集團銳意提升產品選擇，透過加強與當地供應商、主要的全球及地區性美容集團的緊密關係，以爭取更多國際知名美容品牌，及加入更多獨家及專有品牌，打造更多元化的品牌組合。集團將與供應商更緊密合作，憑藉彼等的產品、市場支援及促銷推廣而獲益。

集團在香港的專有品牌團隊在此重要市場將為我們提供更佳支援。為加強專有品牌的品牌形象，我們將繼續投放資源推行新措施，例如為「瑞士葆麗美」Suisse Programme委任新的代言人、籌辦更多公關活動及運用社交媒體進行市場推廣。為進一步提升品牌形象和增加我們的品牌曝光率，我們亦正在與著名大型百貨公司合作，開設單一品牌專櫃以及提供美容療程。我們將繼續與知名網上購物平台合作，以建立專有品牌並增加銷售渠道。

集團將會進一步提升產品組合，包括加強某些產品類別，令我們的產品組合更為全面，及使客戶基礎更加廣闊。我們相信，店內更佳的陳設能充分展現店內產品的品牌特色，及全面發揮我們市場推廣及促銷推廣效用，集團的表現將會顯著改善。

我們相信，我們投資於業務流程更新、全面的匯報報表及系統自動化，將使集團提升營運效益和執行能力，以減低員工流動的影響。

集團已在部份新店採用更低成本及更有效率的小店模式，以提升成本效益和盈利能力，並加速店舖擴張的步伐。我們將更為注重店舖位置及租約條款，以確保店舖有更佳表現，並減輕續租時構成的成本壓力。我們已為前線員工修訂表現獎勵制度，為其提供更優厚報酬，並更理想地管理及獎勵其表現。為進一步減輕上海辦公室的負擔，並縮減交通時間和費用，我們將利用香港的管理資源，加強華中和華南的店舖的管理。

Management Discussion & Analysis

管理層討論及分析

OTHER MARKETS: SINGAPORE, MALAYSIA AND TAIWAN

In Singapore, the Group will continue to build scalability and profit potential through enlargement of our store size and integrating our new lifestyle concept into our stores. In response to staffing issues, we will participate in job fairs to promote employer profile and recruitment awareness and we will redesign job scopes to attract short-hour/part time locals. We will also adopt employee programmes specifically tailored to retain staff.

To combat staffing limitations, we will equip our frontline staff with hand-held tablets for our stores. These tablets can be used to display product information to share with customers and highlight products that are on promotion. Building brand awareness will remain a high priority. To drive sales and grow brand awareness, we will invest in new programmes such as our Suisse Programme branding event with the brand ambassador in attendance. We will also build on the first of its kind fragrance fair that we recently organized, receiving great support from fragrance brands, suppliers, the media and mall management.

A new Customer Relationship Management (“CRM”) programme will enable us to enlarge our customer database, collaborate with other companies to increase exposure and grow our customer base. We will offer new products and promotions to attract customers to visit our stores and implement a new Target Management Sustaining System (“TMSS”) to systematically improve productivity and the management of our stores and retail staff.

In Malaysia, the Group will continue to strengthen the local team and seek to maintain our notable improvements in overall performance, identify high traffic locations for new stores and expand into new regions. We will improve professional training for staff and enhance our product portfolio by introducing new brands and products with strong potential.

其他市場：新加坡、馬來西亞及台灣地區

在新加坡，集團將繼續擴大當地店舖的面積，並為店舖注入嶄新的生活概念，從而加強規模擴展能力及增加盈利潛力。面對人手短缺的問題，我們將透過招聘會提高集團作為僱主的知名度，吸引求職者的注意，亦將重新部署工作範疇，以吸引當地人材加入成為短工時及兼職員工。我們亦將會採納經專門訂訂的僱員計劃以挽留員工。

為應付人手短缺的情況，我們將會為經驗較淺的前線員工提升裝備，在店面購置手提平板電腦，為顧客提供產品資訊以及推介產品。建立品牌知名度仍是集團的首要任務。為了帶動銷售及提升品牌知名度，我們將投放資源推展嶄新的活動計劃，例如「瑞士葆麗美」Suisse Programme的品牌推廣活動，並邀請品牌代言人出席。集團開創先河，近期舉辦的香水推廣節得到各大香水品牌、供應商、媒體及商場管理公司的大力支持，我們亦將以此為基石繼續籌辦有關活動。

新推出的尊貴會員積分獎賞計劃（「顧客忠誠計劃」），將有助我們拓大消費者的數據庫，與其他公司通力合作以爭取曝光率，以及擴大顧客群。我們將在市面上推出新產品和進行促銷，以吸引顧客光臨店舖，並採用最新的目標管理持續系統（「TMSS」），有系統地提高生產力及店舖與零售員工之管理。

在馬來西亞，集團將繼續鞏固當地團隊的實力，務求在整體表現繼續取得顯著改進，並將物色人流集中的地點開設新店和擴展至新地區。我們將會加強員工的專業培訓，並引進具龐大潛力的新品牌及產品，藉此優化我們的產品組合。

Management Discussion & Analysis

管理層討論及分析

In Taiwan, the Group will maintain its efforts to expand our network in order to strengthen our presence and future growth potential. Our management trainee programme and our frontline staff enhancement programme are both well underway. These programmes are modeled on our programmes in Hong Kong and adapted for the local market. We expect to see gradual improvements in operational effectiveness and staff loyalty from next year. In addition, we have been opening stores in tourist locations to tap the potential of the Mainland Chinese tourists and we will continue to improve our network in this respect.

The Group's new key strategy for our online platform is to strengthen cooperation with our physical stores and to leverage on the capability of our online marketing to highlight the attractive product offerings of our online and offline stores. We will give our customers more payment choices and facilitate payments in the local currencies of our customers in different markets. Meanwhile, we will increase our product offerings to tap our existing and new customers and enhance our customer retention through our CRM programme. We will explore potential partnerships with top online shopping sites, give added channel exposure to our own brands and leverage on other media to enhance branding of our own labels. In addition, we will continue to increase our social media presence and further integrate social media with our marketing.

CONCLUSION

Sa Sa has an enviable record of sustainable success over the years in all economic circumstances. We aim to continue to enhance our competitiveness and to build sustainability and scalability in the years to come. Although we have seen moderation in the growth of the Mainland China economy, as well as in our other markets, we are confident that our proven strategies and execution, our commitment to continuous improvements, forward planning and our inherent flexibility will enable Sa Sa to continue to deliver sustained growth for the coming fiscal year and beyond.

在台灣地區，集團將繼續致力擴展店舖網絡，藉以提高市場佔有率，增加未來增長潛力。我們的管理見習生計劃和前線員工提升計劃已順利展開。這些計劃參考了香港莎莎同類計劃的模式，經調整後套用於當地市場。我們預期來年當地店舖的營運效益及員工忠誠度將逐步改善。此外，我們一直於旅遊點開設新店，以把握中國內地旅客入境旅遊的優勢，並將繼續優化我們的店舖網絡。

發展網上平台方面，集團最新的重點策略是要加強與店舖的配合，並發揮網上推廣能力，以便突顯線上和線下店舖各具吸引力的產品組合。我們將給予顧客更多付款選擇，並輔助各個市場的顧客以當地貨幣付款。同時，我們將擴大產品組合，以在吸引現有顧客並招徠新顧客，並通過顧客忠誠計劃進一步維繫與顧客之間的關係。我們將開拓與頂尖網上購物網站的合作機會，增加我們專有品牌的曝光渠道，並善用其他媒體提升專有品牌的形象。此外，我們將持續增加在社交媒體的曝光率，並將社交媒體進一步融入市場推廣當中。

結語

不論任何經濟環境，莎莎一直均能保持驕人業績。我們往後將繼續以加強競爭優勢，建立可持續發展和規模擴展能力為目標。儘管中國內地及其他市場的增長正在放緩，但我們深信，憑藉我們行之有效的營商策略和執行能力、對不懈進步的承諾、前瞻性規劃，以及我們一貫的靈活性，定能令莎莎於下一個財政年度及未來持續增長。

HUMAN RESOURCES

As at 30 September 2013, the Group had a total of over 5,000 employees. Staff costs for the period under review were HK\$556.0 million. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. Performance bonus and share options are then offered to qualified employees. A performance-based element is included in the annual discretionary bonus for all staff as well as in share options for supervisory and managerial staff. The Group places strong emphasis on staff training and development in order to realise the full potential of our employees. In addition to supporting the graduate trainee programme, various staff development initiatives were implemented during the period through in-house and external training programmes. Financial subsidies for further studies in related fields were also provided to qualified employees.

FINANCIAL REVIEW

CAPITAL RESOURCES AND LIQUIDITY

As at 30 September 2013, the Group's total equity funds amounted to HK\$1,949.5 million including reserves of HK\$1,666.3 million. The Group continued to maintain a strong financial position with cash and bank balances of HK\$597.1 million. The Group's working capital was HK\$1,436.0 million. Based on the Group's steady cash inflow from operations, coupled with sufficient cash and bank balances and readily available banking facilities, the Group has adequate liquidity and financial resources to meet the working capital requirements as well as to fund its budgeted expansion plans in the next financial year.

During the period, the majority of the Group's cash and bank balances were in Hong Kong dollar, Renminbi, Malaysian Ringgit, Singapore dollar, Taiwan dollar, Euro and US dollar and deposited in reputable financial institutions with maturity dates falling within a year. This is in line with the Group's treasury policy to maintain liquidity of its funds and continue to contribute a relatively stable yield to the Group.

人力資源

於2013年9月30日，集團共聘有逾5,000名員工。本期內的員工成本為5億5,600萬港元。為確保莎莎能夠吸引及保留表現優秀的員工，集團定期檢討員工薪酬及福利，並向所有合資格員工授予表現花紅及購股權。集團在向全體員工發放全年花紅、以及向主管級及管理人員授予購股權時，均會考慮有關人員的表現。集團極之重視員工培訓和發展，務求發揮員工的潛能。除設立大學畢業生見習計劃外，本期內集團更推行各種員工發展計劃，包括舉辦內部培訓課程及提供外間培訓課程，並為合資格員工在相關範疇持續進修而提供資助。

財務概況

資本及流動資金

於2013年9月30日，本集團權益持有人權益總額為19億4,950萬港元，其中包括16億6,630萬港元之儲備金。本集團繼續維持穩健財務狀況，現金及銀行結存累積達5億9,710萬港元，本集團營運資金為14億3,600萬港元。基於本集團有穩定的經營業務現金流入，加上現時手持之現金及銀行結存及可用之銀行信貸，本集團掌握充裕財務資源以應付來年預算發展計劃的營運資本。

於期內，本集團大部分現金及銀行結存均為港元、人民幣、馬來西亞馬幣、新加坡元、台幣、歐元及美元，並以一年內到期的存款存放於信譽良好的金融機構。此與本集團維持其資金之流動性之庫務政策相符，並將繼續對本集團帶來穩定收益。

Management Discussion & Analysis

管理層討論及分析

FINANCIAL POSITION

Subsequent to the payment of final and special dividends, total funds employed (representing total equity) as at 30 September 2013 amounted to HK\$1,949.5 million, representing a 1.3% decrease over the total funds employed of HK\$1,975.5 million as at 31 March 2013.

The gearing ratio, defined as the ratio of total loans less cash and bank balances to total assets, was nil as at 30 September 2013 and 31 March 2013.

TREASURY POLICIES

It is the Group's treasury management policy not to engage in any highly leveraged or speculative derivative products. In this respect, the Group continued to adopt a conservative approach to financial risk management with no significant borrowing during the period. Most of the assets, receipts and payments of the Group are denominated either in Hong Kong dollar, US dollar, Euro or Renminbi. Based on purchase order placed, the Group enters into foreign currency forward contracts with reputable financial institutions to hedge against foreign exchange exposure arising from non HKD/USD denominated purchases. These hedging policies are regularly reviewed by the Group.

CHARGE ON GROUP ASSETS

As at 30 September 2013, no Group asset was under charge to a financial institution.

CONTINGENT LIABILITIES

The Group had no significant contingent liability as at 30 September 2013.

CAPITAL COMMITMENTS

As at 30 September 2013, the Group had total capital commitments in respect of acquisition of property, plant and equipment of HK\$230.6 million.

財務狀況

於派發末期及特別股息後，2013年9月30日之運用資金總額（等同權益總額）為19億4,950萬港元，較2013年3月31日之19億7,550萬港元運用資金總額下降1.3%。

本集團於2013年9月30日及2013年3月31日之槓桿比率均為零。槓桿比率為總負債減去現金及銀行結存後與總資產之比例。

庫務政策

本集團之理財政策是不參與高風險之投資或投機性衍生工具。期內，本集團於財務風險管理方面繼續維持審慎態度，並無銀行借貸。本集團大部分資產、收款及付款均以港元、美元、歐元或人民幣計值。根據已下了的採購訂單，本集團與信譽良好的金融機構簽下遠期外匯合約，藉此對沖非港元／美元進行之採購。本集團會定期檢討對沖政策。

本集團資產之抵押

於2013年9月30日，本集團並無資產於財務機構作抵押。

或然負債

本集團於2013年9月30日並無重大或然負債。

資本承擔

於2013年9月30日，本集團於購買物業、機器及設備有資本承擔合共2億3,060萬港元。

Report on Review of Interim Financial Information

中期財務資料的審閱報告



羅兵咸永道

TO THE BOARD OF DIRECTORS OF
SA SA INTERNATIONAL HOLDINGS LIMITED
(incorporated in Cayman Islands with limited liability)

致莎莎國際控股有限公司董事會
(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 25 to 52, which comprises the condensed consolidated statement of financial position of Sa Sa International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2013 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

本核數師（以下簡稱「我們」）已審閱列載於第25至52頁的中期財務資料，此中期財務資料包括莎莎國際控股有限公司（「貴公司」）及其子公司（合稱「貴集團」）於2013年9月30日的簡明綜合財務狀況表與截至該日止6個月期間的相關簡明綜合中期收益表、全面收入表、權益變動表和現金流量表，以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事會報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

Report on Review of Interim Financial Information

中期財務資料的審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 18 November 2013

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

羅兵咸永道會計師事務所
執業會計師

香港，2013年11月18日

Condensed Consolidated Interim Income Statement

簡明綜合中期收益表

| | | Unaudited Six months ended 30 September | |
|-----------------------------------|------------|--|--------------------|
| | | 未經審核 截至9月30日止6個月 | |
| | | 2013 | 2012 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| | | Note | |
| | | 附註 | |
| Turnover | 營業額 | 6 | 3,899,125 |
| Cost of sales | 銷售成本 | 8 | (2,068,384) |
| Gross profit | 毛利 | | 1,830,741 |
| Other income | 其他收入 | 7 | 45,169 |
| Selling and distribution costs | 銷售及分銷成本 | 8 | (1,288,060) |
| Administrative expenses | 行政費用 | 8 | (167,618) |
| Other gains – net | 其他利潤 – 淨額 | | 4,010 |
| Operating profit | 經營溢利 | | 424,242 |
| Finance income | 財務收入 | | 5,540 |
| Profit before income tax | 除所得稅前溢利 | | 429,782 |
| Income tax expenses | 所得稅開支 | 9 | (72,402) |
| Profit for the period | 期內溢利 | | 357,380 |
| Earnings per share | 每股盈利 | | |
| (expressed in HK cents per share) | (以港仙為每股單位) | | |
| Basic | 基本 | 10 | 12.6 |
| Diluted | 攤薄 | | 12.6 |
| Dividends | 股息 | 11 | 255,294 |

The notes on pages 32 to 52 form an integral part of this condensed consolidated interim financial information.

第32至52頁之附註為本簡明綜合中期財務資料之組成部分。

Condensed Consolidated Interim Statement of Comprehensive Income

簡明綜合中期全面收入表

| | | Unaudited Six months ended 30 September 未經審核 截至9月30日止6個月 | |
|---|---------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Profit for the period | 期內溢利 | 357,380 | 282,064 |
| Other comprehensive (loss)/income | 其他全面(虧損)/收入 | | |
| Items that may be reclassified to profit or loss: | 其後或循環至損益的項目： | | |
| Cash flow hedges, net of tax | 現金流量對沖，已扣除稅項 | 880 | (69) |
| Currency translation differences of foreign subsidiaries recorded in exchange reserve | 外地附屬公司在匯兌儲備之匯兌差額 | (6,103) | 691 |
| Other comprehensive (loss)/income for the period, net of tax | 期內其他全面(虧損)/收入，已扣除稅項 | (5,223) | 622 |
| Total comprehensive income for the period | 期內全面收入總額 | 352,157 | 282,686 |

The notes on pages 32 to 52 form an integral part of this condensed consolidated interim financial information.

第32至52頁之附註為本簡明綜合中期財務資料之組成部分。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

| | | | Unaudited 30 September 2013 | Audited 31 March 2013 |
|---|------------------|--------------|--|---|
| | | | 未經審核 2013年 9月30日 HK\$'000 港幣千元 | 經審核 2013年 3月31日 HK\$'000 港幣千元 |
| | | Note 附註 | | |
| ASSETS | | 資產 | | |
| Non-current assets | | 非流動資產 | | |
| Property, plant and equipment | 物業、機器及設備 | 12 | 340,093 | 343,195 |
| Rental deposits, prepayments and other assets | 租金按金、預付款項及其他資產 | 13 | 206,287 | 214,731 |
| Deferred tax assets | 遞延稅項資產 | | 11,432 | 5,233 |
| | | | 557,812 | 563,159 |
| Current assets | | 流動資產 | | |
| Inventories | 存貨 | | 1,558,602 | 1,234,976 |
| Trade receivables | 應收賬款 | 14 | 61,099 | 92,968 |
| Other receivables, deposits and prepayments | 其他應收款項、按金及預付款項 | | 182,511 | 154,083 |
| Time deposits | 定期存款 | | 42,882 | 209,092 |
| Cash and cash equivalents | 現金及現金等值項目 | | 554,266 | 542,963 |
| | | | 2,399,360 | 2,234,082 |
| LIABILITIES | | 負債 | | |
| Current liabilities | | 流動負債 | | |
| Trade payables | 應付賬款 | 15 | 444,100 | 411,231 |
| Other payables and accruals | 其他應付款項及應計費用 | | 390,693 | 317,255 |
| Income tax payable | 應付所得稅 | | 128,548 | 63,279 |
| | | | 963,341 | 791,765 |
| Net current assets | 淨流動資產 | | 1,436,019 | 1,442,317 |
| Total assets less current liabilities | 資產總值減流動負債 | | 1,993,831 | 2,005,476 |

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

| | | | Unaudited | Audited |
|--------------------------------|--------------|------|---------------------|-----------|
| | | | 30 September | 31 March |
| | | | 2013 | 2013 |
| | | | 未經審核 | 經審核 |
| | | | 2013年 | 2013年 |
| | | | 9月30日 | 3月31日 |
| | | Note | HK\$'000 | HK\$'000 |
| | | 附註 | 港幣千元 | 港幣千元 |
| Non-current liabilities | 非流動負債 | | | |
| Retirement benefit obligations | 退休福利承擔 | | 3,723 | 3,849 |
| Deferred tax liabilities | 遞延稅項負債 | | 510 | 1,501 |
| Other payables | 其他應付款項 | | 40,119 | 24,652 |
| | | | 44,352 | 30,002 |
| Net assets | 淨資產 | | 1,949,479 | 1,975,474 |
| EQUITY | 權益 | | | |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 16 | 283,226 | 282,691 |
| Reserves | 儲備 | | 1,666,253 | 1,692,783 |
| Total equity | 權益總額 | | 1,949,479 | 1,975,474 |

The notes on pages 32 to 52 form an integral part of this condensed consolidated interim financial information.

第32至52頁之附註為本簡明綜合中期財務資料之組成部分。

Condensed Consolidated Interim Statement of Cash Flows

簡明綜合中期現金流量表

| | | Unaudited Six months ended 30 September 未經審核 截至9月30日止6個月 | |
|--|------------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Net cash generated from operating activities | 經營業務產生之現金淨額 | 323,303 | 250,347 |
| Net cash generated from/ (used in) investing activities | 投資業務產生/(所用) 之現金淨額 | 83,042 | (126,037) |
| Net cash used in financing activities | 融資業務所用之現金淨額 | (390,718) | (316,767) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值項目增加/ (減少)淨額 | 15,627 | (192,457) |
| Cash and cash equivalents at 1 April | 於4月1日之現金及現金等值項目 | 542,963 | 562,998 |
| Effect of foreign exchange rate changes | 匯率變動之影響 | (4,324) | 991 |
| Cash and cash equivalents at 30 September | 於9月30日之現金及現金等值項目 | 554,266 | 371,532 |

The notes on pages 32 to 52 form an integral part of this condensed consolidated interim financial information.

第32至52頁之附註為本簡明綜合中期財務資料之組成部分。

Condensed Consolidated Interim Statement of Changes in Equity

簡明綜合中期權益變動表

| | | Unaudited 未經審核 | | | | | | | | |
|---|-------------------------|-------------------|----------------|---------------|---------------|--------------|---------------|------------------|------------------|--|
| | | Capital | | | Employee | Hedging | Translation | Retained | Total | |
| | | Share | Share | redemption | share-based | reserve | reserve | earnings | | |
| | | capital | premium | reserve | compensation | | | | | |
| | | | | | reserve | | | | | |
| | | | | | 以股份 | | | | | |
| | | | | | 為基礎之 | | | | | |
| | | | | 資本 | 僱員薪酬 | | | | | |
| | | 股本 | 股份溢價 | 贖回儲備 | 儲備 | 對沖儲備 | 匯兌儲備 | 滾存盈利 | 總額 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | |
| At 1 April 2013 | 於2013年4月1日 | 282,691 | 607,105 | 11,783 | 39,842 | (591) | 20,453 | 1,014,191 | 1,975,474 | |
| Profit for the period | 期內溢利 | - | - | - | - | - | - | 357,380 | 357,380 | |
| Other comprehensive loss: | 其他全面虧損: | | | | | | | | | |
| Cash flow hedges, net of tax | 現金流量對沖，已扣除稅項 | - | - | - | - | 880 | - | - | 880 | |
| Currency translation differences of foreign subsidiaries recorded in exchange reserve | 外地附屬公司在匯兌儲備之匯兌差額 | - | - | - | - | - | (6,103) | - | (6,103) | |
| Total comprehensive income for the six months ended 30 September 2013 | 截至2013年9月30日止6個月之全面收入總額 | - | - | - | - | 880 | (6,103) | 357,380 | 352,157 | |
| Employee share option scheme: | 僱員購股權計劃: | | | | | | | | | |
| Value of employee services | 僱員服務價值 | - | - | - | 12,566 | - | - | - | 12,566 | |
| Proceeds from shares issued upon exercise of options | 行使購股權而發行股份之所得款項 | 535 | 5,236 | - | - | - | - | - | 5,771 | |
| Transfer of reserve upon exercise of options | 行使購股權時轉撥儲備 | - | 1,659 | - | (1,659) | - | - | - | - | |
| Final and special dividends paid | 已派末期及特別股息 | - | - | - | - | - | - | (396,489) | (396,489) | |
| At 30 September 2013 | 於2013年9月30日 | 283,226 | 614,000 | 11,783 | 50,749 | 289 | 14,350 | 975,082 | 1,949,479 | |

Condensed Consolidated Interim Statement of Changes in Equity

簡明綜合中期權益變動表

| | | Unaudited 未經審核 | | | | | | | |
|---|-------------------------|-------------------|------------------|----------------------------------|--|---------------------|------------------------|----------------------|-----------|
| | | Share capital | Share premium | Capital redemption reserve | Employee share-based compensation reserve | Hedging reserve | Translation reserve | Retained earnings | Total |
| | | 以股份 為基礎之 資本 | | | | 以股份 為基礎之 僱員薪酬 | | 總額 | |
| | | 股本 | 股份溢價 | 贖回儲備 | 儲備 | 對沖儲備 | 匯兌儲備 | 滾存盈利 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| At 1 April 2012 | 於2012年4月1日 | 281,467 | 591,256 | 11,783 | 15,643 | - | 19,733 | 710,942 | 1,630,824 |
| Profit for the period | 期內溢利 | - | - | - | - | - | - | 282,064 | 282,064 |
| Other comprehensive income: | 其他全面收入： | | | | | | | | |
| Cash flow hedges, net of tax | 現金流量對沖，已扣除稅項 | - | - | - | - | (69) | - | - | (69) |
| Currency translation differences of foreign subsidiaries recorded in exchange reserve | 外地附屬公司在匯兌儲備之匯兌差額 | - | - | - | - | - | 691 | - | 691 |
| Total comprehensive income for the six months ended 30 September 2012 | 截至2012年9月30日止6個月之全面收入總額 | - | - | - | - | (69) | 691 | 282,064 | 282,686 |
| Employee share option scheme: | 僱員購股權計劃： | | | | | | | | |
| Value of employee services | 僱員服務價值 | - | - | - | 13,874 | - | - | - | 13,874 |
| Proceeds from shares issued upon exercise of options | 行使購股權而發行股份之所得款項 | 708 | 7,026 | - | - | - | - | - | 7,734 |
| Transfer of reserve upon exercise of options | 行使購股權時轉撥儲備 | - | 2,133 | - | (2,133) | - | - | - | - |
| Final and special dividends paid | 已派末期及特別股息 | - | - | - | - | - | - | (324,501) | (324,501) |
| At 30 September 2012 | 於2012年9月30日 | 282,175 | 600,415 | 11,783 | 27,384 | (69) | 20,424 | 668,505 | 1,610,617 |

The notes on pages 32 to 52 form an integral part of this condensed consolidated interim financial information.

第32至52頁之附註為本簡明綜合中期財務資料之組成部分。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

1. GENERAL INFORMATION

Sa Sa International Holdings Limited ("Company") and its subsidiaries (together "Group") are principally engaged in the retailing and wholesaling of cosmetic products.

The Company is a limited liability company incorporated in Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company has its listing on the Stock Exchange.

As at 30 September 2013, 49.2% of the total issued shares of the Company were owned by Sunrise Height Incorporated, a company incorporated in the British Virgin Islands. The directors regard Sunrise Height Incorporated, which is owned 50.0% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor, as being the ultimate holding company of the Company.

This condensed consolidated interim financial information is presented in Hong Kong dollars (HK\$'000), unless otherwise stated. This condensed consolidated interim financial information was approved for issuance by the Board of Directors on 18 November 2013.

This condensed consolidated interim financial information has been reviewed, but not audited.

1. 一般資料

莎莎國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要從事化粧品零售及批發業務。

本公司為於開曼群島註冊成立之有限公司，註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司股份於聯交所上市。

於2013年9月30日，本公司全部已發行股份之49.2%由於英屬處女群島註冊成立之公司Sunrise Height Incorporated擁有。Sunrise Height Incorporated由郭少明博士及郭羅桂珍博士各自擁有50.0%，董事視其為本公司之最終控股公司。

除另有註明者外，本簡明綜合中期財務資料以港元（港幣千元）呈列。本簡明綜合中期財務資料已於2013年11月18日獲董事會批准刊發。

本簡明綜合中期財務資料已審閱，但未經審核。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

2. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 September 2013 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2013, which has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 March 2013, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rates that would be applicable to expected total annual earnings.

a) New, amended and revised standards and new interpretation adopted by the Group

- HKFRS 7 (Amendment), “Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities” (effective for annual periods beginning on or after 1 January 2013). The amendments require new disclosure requirements which focus on quantitative information about recognised financial instruments that are offset in the statement of financial position, as well as those recognised financial instruments that are subject to master netting or similar arrangements irrespective of whether they are offset. The amendment results only in additional disclosures.

2. 編製基準

截至2013年9月30日止6個月之簡明綜合中期財務資料乃按照香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。此簡明綜合中期財務資料應與根據香港財務報告準則（「香港財務報告準則」）所編製截至2013年3月31日止年度之年度財務報表一併閱讀。

3. 會計政策

除下文所述者外，所採納會計政策與截至2013年3月31日止年度之年度財務報表所採用者（已在該等年度財務報表中載述）貫徹一致。

中期所得稅乃按照預期全年總盈利之適用稅率累計。

a) 本集團採納之新訂準則、修訂本及經修訂準則以及新詮釋

- 香港財務報告準則第7號（修訂本）「金融工具：披露 – 抵銷金融資產及金融負債」（於2013年1月1日或以後開始之年度期間生效）。該等修訂規定新的披露要求，著重於在財務狀況表中被抵銷之已確認金融工具，以及受淨額交割總協定或類似安排約束（無論其是否被抵銷）之已確認金融工具之量化資料。該修訂本僅導致額外披露資料。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (CONTINUED)

a) New, amended and revised standards and new interpretation adopted by the Group (continued)

- HKFRS 13, “Fair Value Measurements” (effective for annual periods beginning on or after 1 January 2013). It improves consistency and reduces complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The new standard results only in additional disclosures.
- HKAS 1 (Amendment), “Presentation of Financial Statements” (effective for annual periods beginning on or after 1 July 2012). The main change resulting from these amendments is a requirement for entities to group items presented in Other Comprehensive Income (“OCI”) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI. The change in accounting policy results only in additional disclosures.
- HKAS 19 (Amendment), “Employee Benefits” (effective for annual periods beginning on or after 1 January 2013). The amendment posted significant changes to the recognition and measurement of defined benefit pension expense and termination benefits, and to the disclosures for all employee benefits. These amendments eliminate the corridor approach and calculate finance costs on a net funding basis. The revised standard had no material impact on the Group’s consolidated financial statements.

3. 會計政策（續）

a) 本集團採納之新訂準則、修訂本及經修訂準則以及新詮釋（續）

- 香港財務報告準則第13號「公平值計量」（於2013年1月1日或以後開始之年度期間生效）。此準則透過為公平值提供一個清晰定義和為各項香港財務報告準則提供有關公平值計量及披露規定之單一來源，改善公平值之貫徹性及減低其複雜性。該新準則僅導致額外披露資料。
- 香港會計準則第1號（修訂本）「財務報表之呈列」（於2012年7月1日或以後開始之年度期間生效）。該等修訂產生之主要變動為規定實體必須將「其他全面收入」內呈報的項目按照其是否有機會在其後重新分類至損益（重新分類調整）而組合起來。該等修訂並不針對在其他全面收入中呈報那些項目。該會計政策之改變僅導致額外披露資料。
- 香港會計準則第19號（修訂本）「僱員福利」（於2013年1月1日或以後開始之年度期間生效）。該修訂本對定額福利退休開支及終止福利之確認及計量，以及所有僱員福利之披露作出重大改變。該等修訂本刪除區間法和按淨注資基準計算財務成本。此等經修訂準則對本集團之綜合財務報表並無重大影響。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (CONTINUED)

a) New, amended and revised standards and new interpretation adopted by the Group (continued)

The following new, amended and revised standards and new interpretation are effective for the financial year beginning 1 April 2013 but not relevant to the Group.

- HKFRS 1 (Amendment), "Government Loans" (effective for annual periods beginning on or after 1 January 2013)
- HKFRS 10, "Consolidated Financial Statements" (effective for annual periods beginning on or after 1 January 2013)
- HKFRS 11, "Joint Arrangements" (effective for annual periods beginning on or after 1 January 2013)
- HKFRS 12, "Disclosure of Interests in Other Entities" (effective for annual periods beginning on or after 1 January 2013)
- HKFRSs 10, 11 and 12 (Amendment), Transition guidance (effective for annual periods beginning on or after 1 January 2013)
- HKAS 27 (Revised 2011), "Separate Financial Statements" (effective for annual periods beginning on or after 1 January 2013)
- HKAS 28 (Revised 2011), "Associates and Joint Ventures" (effective for annual periods beginning on or after 1 January 2013)
- HK(IFRIC) – Int 20, "Stripping Costs in the Production Phase of a Surface Mine" (effective for annual periods beginning on or after 1 January 2013)

3. 會計政策 (續)

a) 本集團採納之新訂準則、修訂本及經修訂準則以及新詮釋 (續)

以下新訂準則、修訂本及經修訂準則以及新詮釋於2013年4月1日開始之財政年度生效，但與本集團無關。

- 香港財務報告準則第1號 (修訂本)「政府貸款」(於2013年1月1日或以後開始之年度期間生效)
- 香港財務報告準則第10號「綜合財務報表」(於2013年1月1日或以後開始之年度期間生效)
- 香港財務報告準則第11號「合營安排」(於2013年1月1日或以後開始之年度期間生效)
- 香港財務報告準則第12號「於其他實體的權益的披露」(於2013年1月1日或以後開始之年度期間生效)
- 香港財務報告準則第10號、第11號及第12號 (修訂本) 過渡指引 (於2013年1月1日或以後開始之年度期間生效)
- 香港會計準則第27號 (2011年經修訂)「獨立財務報表」(於2013年1月1日或以後開始之年度期間生效)
- 香港會計準則第28號 (2011年經修訂)「聯營公司及合營企業」(於2013年1月1日或以後開始之年度期間生效)
- 香港 (國際財務報告詮釋委員會) – 詮釋第20號「露天礦山生產階段的剝離成本」(於2013年1月1日或以後開始之年度期間生效)

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (CONTINUED)

b) Early adoption of amended standards and new interpretation and where early adoption is permitted

- Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (Revised 2011) "Investment Entities" (effective for annual periods beginning on or after 1 January 2014). The amendments provide an exception to the consolidation requirements in HKFRS 10 and require investment entities to measure particular subsidiaries at fair value through profit or loss, rather than consolidate them. The amendments also set out disclosure requirements for investment entities. The early adoption of amendments to HKFRS 10, HKFRS 12 and HKAS 27 does not have any material impact to the Group as the Group does not have investment entities.
- HKAS 32 (Amendment) "Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities" (effective for annual periods beginning on or after 1 January 2014). The amendments clarify the requirements for offsetting financial instruments on the statement of financial position:
 - (i) the meaning of "currently has a legally enforceable right of set-off"; and
 - (ii) that some gross settlement systems may be considered equivalents to net settlement.

3. 會計政策（續）

b) 提早採納修訂本準則及新詮釋，並容許提早採納

- 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（2011年經修訂）「投資實體」之修訂本（於2014年1月1日或以後開始之年度期間生效）。該等修訂本對香港財務報告準則第10號之綜合入賬規定提供一個例外情況，並規定投資實體按公平值計量特定附屬公司並於損益列賬，而非將該等附屬公司綜合入賬。該等修訂本亦載列有關投資實體之披露規定。由於本集團並無投資實體，故提早採納香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂本對本集團並無任何重大影響。
- 香港會計準則第32號（修訂本）「金融工具：呈列－抵銷金融資產及金融負債」（於2014年1月1日或以後開始之年度期間生效）。該等修訂本澄清在財務狀況表中抵銷金融工具的規定：
 - (i) 「現時已具有法律強制性執行抵銷權利」之含義；及
 - (ii) 若干總額結算系統或會被視為等同於淨額結算。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (CONTINUED)

b) Early adoption of amended standards and new interpretation and where early adoption is permitted (continued)

The early adoption of amendments to HKAS 32 (Amendment) does not have any material impact to the Group as the Group has already followed this requirement for offsetting.

- Amendments to HKAS 36 “Recoverable Amount Disclosures for Non-Financial Assets” (effective for annual periods beginning on or after 1 January 2014). The amendments to HKAS 36 require an entity to disclose the recoverable amount for each cash-generating unit with significant amount of goodwill or intangible assets with indefinite useful lives no matter whether there has been impairment or a reversal of impairment and introduces additional disclosures about fair value measurements. The early adoption of amendments to HKAS 36 does not have any material impact to the Group as the Group does not have any goodwill or intangible assets.
- HKAS 39 (Amendment) “Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting” (effective for annual periods beginning on or after 1 January 2014). The HKAS 39 (Amendment) provides relief from discontinuing hedge accounting when novation of the derivative contract which is designated as a hedging instrument to a central counterparty meets specified criteria. The early adoption of HKAS 39 (Amendment) does not have any material impact to the Group as the Group does not enter into any contract with central counterparties.

3. 會計政策 (續)

b) 提早採納修訂本準則及新詮釋，並容許提早採納 (續)

由於本集團已遵從此項有關抵銷的規定，故提早採納香港會計準則第32號(修訂本)對本集團並無任何重大影響。

- 香港會計準則第36號「有關非金融資產之可收回金額披露」之修訂本(於2014年1月1日或以後開始之年度期間生效)。香港會計準則第36號之修訂本規定實體須披露具有大額商譽之各現金產生單位或並無明確可使用年期之無形資產之可收回金額，而不論是否出現減值或有否撥回減值，並引入有關公平值計量之額外披露要求。由於本集團並無任何商譽或無形資產，故提早採納香港會計準則第36號之修訂本對本集團並無任何重大影響。
- 香港會計準則第39號(修訂本)「金融工具：確認及計量－衍生工具更替及對沖會計法之延續」(於2014年1月1日或以後開始之年度期間生效)。香港會計準則第39號(修訂本)規定，當更替衍生工具合約(已指定為對沖工具者)，以與符合特定條件的中央交易對手進行結算之情況下，免除已終止經營業務對沖會計處理。由於本集團並無與中央交易對手訂立任何合約，故提早採納香港會計準則第39號(修訂本)對本集團並無任何重大影響。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (CONTINUED)

b) Early adoption of amended standards and new interpretation and where early adoption is permitted (continued)

- HK (IFRIC) Int 21 “Levies” (effective for annual periods beginning on or after 1 January 2014). The interpretation clarifies the accounting for levies in the financial statements of the entity that is paying the levy. The early adoption of HK (IFRIC) Int 21 does not have any material impact to the Group.

c) The following new and amended standards have been issued but are not effective for the financial year beginning 1 April 2013 and have not been early adopted

- HKFRS 9, “Financial Instruments” (effective for annual periods beginning on or after 1 January 2015)
- HKFRS 7 and HKFRS 9 (Amendments) “Mandatory Effective Date and Transition Disclosures” (effective for annual periods beginning on or after 1 January 2015)

3. 會計政策 (續)

b) 提早採納修訂本準則及新詮釋，並容許提早採納 (續)

- 香港 (國際財務報告詮釋委員會) 詮釋第21號「徵稅」(於2014年1月1日或以後開始之年度期間生效)。該詮釋釐清對繳納徵稅之實體之徵稅於財務報表之入賬方式。提早採納香港 (國際財務報告詮釋委員會) 詮釋第21號對本集團並無任何重大影響。

c) 以下新訂及修訂本準則已頒佈，惟於2013年4月1日開始之財政年度尚未生效及未獲提早採納

- 香港財務報告準則第9號「金融工具」(於2015年1月1日或以後開始之年度期間生效)
- 香港財務報告準則第7號及香港財務報告準則第9號 (修訂本)「強制性生效日期及過渡性披露」(於2015年1月1日或以後開始之年度期間生效)

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

4. ESTIMATES

The preparation of condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation were the same as those that applied to the consolidated financial statements for the year ended 31 March 2013, with the exception of changes in estimates that are required in determining the provision for income taxes and deferred revenue on customer loyalty programme.

At 30 September 2013, deferred revenue for customer loyalty programme amounted to HK\$36,607,000 (2012: HK\$12,494,000). The amount of deferred revenue recognised in each period fluctuates according to various factors including changes in estimated redemption rates and fair values of the redemption gifts.

The actual experience and the level of these deductions to revenue may deviate from the estimates. The Group reviews its estimates every twelve months and may adjust them in a subsequent period by referencing to the actual values experienced in prior periods.

4. 估計

編製簡明綜合中期財務資料要求管理層對影響會計政策應用、資產及負債、收入及支出報告金額作出判斷、估計和假設。實際結果可能與此類估計存在差異。

編製簡明綜合中期財務資料時，管理層在應用本集團會計政策的過程中作出之關鍵判斷及估計性之關鍵來源與截至2013年3月31日止年度之綜合財務報表所應用的相同，惟釐定所得稅準備及客戶忠誠度計劃之遞延收益時所需的估計變更除外。

於2013年9月30日，客戶忠誠度計劃之遞延收益達致36,607,000港元（2012年：12,494,000港元）。於各期間確認之遞延收益金額隨若干因素波動，包括估計禮品兌現程度及相關禮品之公平值。

實際收益下跌幅度及水平或與該等估計存在差異。本集團每隔十二個月就該等估計進行檢討，以便根據過往期間實際所得價值調整往後期間之估計。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks including foreign currency risk, credit risk, liquidity risk and interest rate risk.

The condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 March 2013.

There has been no change in our risk profile and management since year end.

5.2 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the trade and other receivables, cash and bank balances and trade and other payables as at 30 September 2013 approximate their carrying amounts.

6. SEGMENT INFORMATION

Executive directors of the Group review the internal reporting of the Group in order to assess performance and allocate resources. Executive directors consider the business principally from a geographic perspective and assess the performance of the geographic segments based on a measure of segments results. Business reportable segments identified are Hong Kong & Macau, Mainland China and All other segments. All other segments refer to segments result from markets in Singapore, Malaysia, Taiwan and e-commerce.

The Group is principally engaged in the retailing and wholesaling of cosmetic products. Turnover represents the invoiced sales value of goods supplied to customers.

5. 財務風險管理及金融工具

5.1 財務風險因素

本集團之業務承受多種財務風險，包括外匯風險、信貸風險、流動資金風險及利率風險。

簡明綜合中期財務報表並無載列年度財務報表所需之所有財務風險管理資料及披露，應與本集團截至2013年3月31日之年度財務報表一併閱覽。

自年結日以來，本集團之風險因素及管理並無變動。

5.2 按攤銷成本計量之金融資產及負債之公平值

應收賬款及其他應收款項、現金及銀行結存，以及應付賬款及其他應付款項於2013年9月30日之公平值，與其賬面值相若。

6. 分部資料

本集團執行董事審閱本集團之內部報告以評估表現及分配資源。執行董事主要從地區角度審視業務，並根據分部業績評估地區分部之表現。已識別之可報告業務分部為香港及澳門、中國大陸及所有其他分部。所有其他分部指來自新加坡、馬來西亞、台灣地區及電子商貿市場之分部業績。

本集團主要業務為從事化粧品零售及批發。營業額指向客戶提供貨品之發票銷售價值。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

6. SEGMENT INFORMATION (CONTINUED)

Segment assets consist primarily of property, plant and equipment, inventories, receivables and operating cash, and exclude certain corporate assets and tax. Capital expenditure comprises additions to property, plant and equipment.

6. 分部資料(續)

分部資產主要包括物業、機器及設備、存貨、應收賬款及經營現金，惟不包括若干集團資產及稅項。資本開支包括添置物業、機器及設備。

| | | Six months ended 30 September 2013 截至2013年9月30日止6個月 | | | |
|--------------------------|-------------|--|-----------------|--------------------|------------------|
| | | Hong Kong & Macau | Mainland China | All other segments | Total |
| | | 香港及澳門 | 中國大陸 | 其他分部 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Turnover | 營業額 | 3,128,169 | 167,186 | 603,770 | 3,899,125 |
| Segment results | 分部業績 | 374,820 | (27,155) | 9,715 | 357,380 |
| Other information | 其他資料 | | | | |
| Capital expenditure | 資本性開支 | 66,655 | 8,220 | 14,024 | 88,899 |
| Finance income | 財務收入 | 3,948 | 178 | 1,414 | 5,540 |
| Income tax expenses | 所得稅開支 | 65,740 | - | 6,662 | 72,402 |
| Depreciation | 折舊 | 52,573 | 17,912 | 18,648 | 89,133 |

| | | Six months ended 30 September 2012 截至2012年9月30日止6個月 | | | |
|--------------------------|-------------|--|-----------------|--------------------|------------------|
| | | Hong Kong & Macau | Mainland China | All other segments | Total |
| | | 香港及澳門 | 中國大陸 | 其他分部 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Turnover | 營業額 | 2,630,291 | 168,275 | 578,899 | 3,377,465 |
| Segment results | 分部業績 | 283,023 | (19,826) | 18,867 | 282,064 |
| Other information | 其他資料 | | | | |
| Capital expenditure | 資本性開支 | 85,100 | 14,112 | 30,051 | 129,263 |
| Finance income | 財務收入 | 2,316 | 7 | 1,293 | 3,616 |
| Income tax expenses | 所得稅開支 | 58,524 | - | 7,644 | 66,168 |
| Depreciation | 折舊 | 47,704 | 17,213 | 17,090 | 82,007 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料 (續)

| | | Hong Kong & Macau | Mainland China | All other segments | Total |
|-----------------------------|--------------------|-------------------|----------------|--------------------|------------------|
| | | 香港及澳門 | 中國大陸 | 其他分部 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| At 30 September 2013 | 於2013年9月30日 | | | | |
| Non-current assets | 非流動資產 | 390,869 | 54,095 | 95,864 | 540,828 |
| Current assets | 流動資產 | 1,732,054 | 218,476 | 448,830 | 2,399,360 |
| Deferred tax assets | 遞延稅項資產 | | | | 11,432 |
| Unallocated corporate asset | 未分配集團資產 | | | | 5,552 |
| | | | | | 2,957,172 |
| At 31 March 2013 | 於2013年3月31日 | | | | |
| Non-current assets | 非流動資產 | 386,532 | 65,115 | 100,727 | 552,374 |
| Current assets | 流動資產 | 1,602,207 | 227,496 | 404,379 | 2,234,082 |
| Deferred tax assets | 遞延稅項資產 | | | | 5,233 |
| Unallocated corporate asset | 未分配集團資產 | | | | 5,552 |
| | | | | | 2,797,241 |

7. OTHER INCOME

7. 其他收入

| | | Six months ended 30 September | |
|-----------------------------|-----------|-------------------------------|---------------|
| | | 截至9月30日止6個月 | |
| | | 2013 | 2012 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Slide display rental income | 幻燈片陳列租金收入 | 31,215 | 27,846 |
| Sub-lease income | 分租收入 | 13,954 | - |
| | | 45,169 | 27,846 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

8. EXPENSES BY NATURE

8. 按性質分類之開支

| | | Six months ended 30 September 截至9月30日止6個月 | |
|--|----------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Cost of inventories sold | 出售存貨成本 | 2,045,197 | 1,814,683 |
| Employee benefit expenses (including directors' emoluments) | 僱員福利開支 (包括董事酬金) | 556,034 | 473,804 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇之 經營租賃租金 | | |
| – minimum lease payments | – 最低租賃付款 | 423,634 | 338,475 |
| – contingent rent | – 或然租金 | 28,926 | 25,876 |
| Depreciation of property, plant and equipment (Note 12) | 物業、機器及設備折舊 (附註12) | 89,133 | 82,007 |
| Advertising and promotion expenses | 廣告及推廣開支 | 69,833 | 55,256 |
| Building management fees, government rent and rates | 樓宇管理費、地租及差餉 | 38,785 | 39,156 |
| Utilities and telecom | 公用設施及電訊 | 33,764 | 30,547 |
| Provision for slow moving inventories and stock shrinkage | 滯銷存貨及損耗存貨撥備 | 23,187 | 19,168 |
| Sub-lease expenses | 分租費用 | 21,593 | – |
| Repair and maintenance | 維修及保養 | 16,046 | 17,143 |
| Donations | 捐款 | 2,221 | 2,100 |
| Write-off of property, plant and equipment (Note 12) | 物業、機器及設備撇賬 (附註12) | 1,777 | 1,919 |
| Auditors' remuneration | 核數師酬金 | | |
| – audit services | – 核數服務 | 1,752 | 1,655 |
| – non-audit services | – 非核數服務 | 432 | 389 |
| Others | 其他 | 171,748 | 161,853 |
| | | 3,524,062 | 3,064,031 |
| Representing: | 組成如下： | | |
| Cost of sales | 銷售成本 | 2,068,384 | 1,833,851 |
| Selling and distribution costs | 銷售及分銷成本 | 1,288,060 | 1,096,438 |
| Administrative expenses | 行政費用 | 167,618 | 133,742 |
| | | 3,524,062 | 3,064,031 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

9. INCOME TAX EXPENSES

Hong Kong profits tax has been provided for at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of income tax charged to the condensed consolidated interim income statement represents:

9. 所得稅開支

香港利得稅乃按照本期間估計應課稅溢利以稅率16.5% (2012年：16.5%) 提撥準備。海外溢利稅款則按本期間估計應課稅溢利以本集團經營業務國家之現行稅率計算。

在簡明綜合中期收益表內扣除之所得稅款額如下：

| | | Six months ended 30 September 截至9月30日止6個月 | |
|--|------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Hong Kong profits tax – current | 香港利得稅 – 本期 | 65,489 | 54,437 |
| Overseas taxation – current | 海外稅項 – 本期 | 14,189 | 12,147 |
| Deferred tax relating to origination and reversal of temporary differences | 暫時差異之產生及撥回相關遞延稅項 | (7,276) | (416) |
| | | 72,402 | 66,168 |

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

10. EARNINGS PER SHARE

- (a) The calculation of basic and diluted earnings per share is based on the Group's profit for the period of HK\$357,380,000 (2012: HK\$282,064,000).
- (b) The calculation of basic earnings per share is based on the weighted average number of 2,829,046,951 (2012: 2,817,779,174) shares in issue during the period.
- (c) Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares. The calculation of diluted earnings per share is based on the weighted average number of 2,829,046,951 (2012: 2,817,779,174) shares in issue during the period plus the weighted average number of 17,225,524 (2012: 12,886,050) shares deemed to be issued. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options.

10. 每股盈利

- (a) 每股基本及攤薄盈利乃根據本集團期內溢利357,380,000港元(2012年: 282,064,000港元)計算。
- (b) 每股基本盈利乃根據期內已發行股份之加權平均數2,829,046,951股(2012年: 2,817,779,174股)計算。
- (c) 每股攤薄盈利假設所有可攤薄之潛在股份獲兌換後,根據發行在外股份之加權平均數計算。每股攤薄盈利乃根據本期內已發行股份之加權平均數2,829,046,951股(2012年: 2,817,779,174股),另加被視作已發行股份之加權平均數17,225,524股(2012年: 12,886,050股)計算。至於購股權,則根據未行使購股權所附認購權之貨幣價值,釐定按公平值(釐定為本公司股份之平均年度市價)可購入之股份數目。

11. DIVIDENDS

11. 股息

| | | Six months ended 30 September 截至9月30日止6個月 | |
|---|---------------------------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Interim, proposed and declared – 4.5 HK cents (2012: 2.5 HK cents) per share | 擬派及宣派中期股息 – 每股4.5港仙 (2012年: 2.5港仙) | 127,647 | 70,620 |
| Special, proposed and declared – 4.5 HK cents (2012: 4.5 HK cents) per share | 擬派及宣派特別股息 – 每股4.5港仙 (2012年: 4.5港仙) | 127,647 | 127,115 |
| | | 255,294 | 197,735 |

At a meeting held on 18 November 2013, the Directors proposed and declared an interim dividend of 4.5 HK cents and a special dividend of 4.5 HK cents per share. These proposed and declared dividends are not reflected as dividend payable in this condensed consolidated interim financial information, but will be recognised in shareholders' equity in the year ending 31 March 2014.

於2013年11月18日舉行之會議上,董事建議及宣派中期股息每股4.5港仙及特別股息每股4.5港仙。此等擬派及宣派股息並無於本簡明綜合中期財務資料中列作應付股息,惟將於截至2014年3月31日止年度在股東權益中確認。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、機器及設備

| | | Property, plant and equipment 物業、機器 及設備 HK\$'000 港幣千元 |
|---|---------------------------|---|
| Six months ended 30 September 2013 | 截至2013年9月30日止6個月 | |
| Opening net book amount at 1 April 2013 | 於2013年4月1日之期初賬面淨值 | 343,195 |
| Exchange differences | 匯兌差額 | (1,091) |
| Additions | 添置 | 88,899 |
| Write-off | 撇賬 | (1,777) |
| Depreciation | 折舊 | (89,133) |
| Closing net book amount at 30 September 2013 | 於2013年9月30日之期終賬面淨值 | 340,093 |
| Six months ended 30 September 2012 | 截至2012年9月30日止6個月 | |
| Opening net book amount at 1 April 2012 | 於2012年4月1日之期初賬面淨值 | 332,753 |
| Exchange differences | 匯兌差額 | (347) |
| Additions | 添置 | 129,263 |
| Disposals | 出售 | (107) |
| Write-off | 撇賬 | (1,919) |
| Depreciation | 折舊 | (82,007) |
| Closing net book amount at 30 September 2012 | 於2012年9月30日之期終賬面淨值 | 377,636 |

13. RENTAL DEPOSITS, PREPAYMENTS AND OTHER ASSETS

13. 租金按金、預付款項及其他資產

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|---------------------------|---------|--|--|
| Rental and other deposits | 租金及其他按金 | 199,025 | 205,724 |
| Prepayments | 預付款項 | 1,710 | 3,455 |
| Others | 其他 | 5,552 | 5,552 |
| | | 206,287 | 214,731 |

Rental deposits are carried at amortised cost using the effective interest rate of 0.63% – 2.40% per annum. As at 30 September 2013, the carrying amounts of rental deposits approximate their fair values.

租金按金採用實際年利率0.63厘至2.40厘按攤銷成本列賬。於2013年9月30日，租金按金之賬面值與其公平值相若。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

14. TRADE RECEIVABLES

The Group's turnover comprises mainly cash sales and credit card sales. Certain wholesale customers are granted credit terms ranging from 7 to 90 days. The ageing analysis of trade receivables is as follows:

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|----------------|-------|--|--|
| Within 1 month | 1個月內 | 53,630 | 83,242 |
| 1 to 3 months | 1至3個月 | 6,849 | 9,214 |
| Over 3 months | 超過3個月 | 620 | 512 |
| | | 61,099 | 92,968 |

The fair values of trade receivables approximate their carrying amounts.

14. 應收賬款

本集團營業額主要為現金及信用卡銷售。若干批發客戶獲給予7至90天信貸期。應收賬款之賬齡分析如下：

應收賬款之公平值與其賬面值相若。

15. TRADE PAYABLES

The ageing analysis of trade payables is as follows:

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|----------------|-------|--|--|
| Within 1 month | 1個月內 | 302,990 | 261,673 |
| 1 to 3 months | 1至3個月 | 117,639 | 118,078 |
| Over 3 months | 超過3個月 | 23,471 | 31,480 |
| | | 444,100 | 411,231 |

The fair values of trade payables approximate their carrying amounts.

15. 應付賬款

應付賬款之賬齡分析如下：

應付賬款之公平值與其賬面值相若。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

16. SHARE CAPITAL

16. 股本

| | Note 附註 | No. of shares 股份數目 | HK\$'000 港幣千元 |
|---|------------|-----------------------|------------------|
| Authorised shares of HK\$0.1 each | | | |
| At 30 September 2013 and 2012 | | 8,000,000,000 | 800,000 |
| Issued and fully paid shares of HK\$0.1 each | | | |
| Opening balance: 1 April 2013 | | 2,826,911,396 | 282,691 |
| Issue of shares upon exercise of share options | (a) | 5,353,332 | 535 |
| At 30 September 2013 | | 2,832,264,728 | 283,226 |
| Opening balance: 1 April 2012 | | 2,814,668,730 | 281,467 |
| Issue of shares upon exercise of share options | (a) | 7,082,666 | 708 |
| At 30 September 2012 | | 2,821,751,396 | 282,175 |

Notes:

附註：

(a) Issue of shares upon exercise of share options granted under the terminated 2002 Share Option Scheme

During the period, a total of 5,353,332 (2012: 7,082,666) shares were issued to a director and certain employees of the Company pursuant to the exercises of share options under the terminated 2002 Share Option Scheme. The proceeds of the issues totalling HK\$5,771,000 (2012: HK\$7,734,000) included share premium amounting to HK\$5,236,000 (2012: HK\$7,026,000).

(a) 根據已終止之2002年購股權計劃所授出購股權獲行使而發行之股份

於期內，本公司因根據已終止之2002年購股權計劃所授出購股權獲行使而發行共5,353,332股（2012年：7,082,666股）股份予本公司一位董事及若干僱員。該等發行所得款項合共5,771,000港元（2012年：7,734,000港元），其中5,236,000港元（2012年：7,026,000港元）為股份溢價。

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

16. SHARE CAPITAL (CONTINUED)

Notes: (continued)

(b) Share options

The outstanding share options of the Company were granted under:

- (i) the terminated 2002 Share Option Scheme; and
- (ii) the 2012 Share Option Scheme.

Movements in the number of share options outstanding are as follows:

| | | No. of share options 購股權數目 | |
|----------------------------|-----|--|-------------|
| | | Six months ended 30 September 截至9月30日止6個月 | |
| | | 2013 | 2012 |
| At beginning of the period | 於期初 | 51,440,112 | 57,336,778 |
| Granted | 授出 | 9,088,000 | 7,567,000 |
| Exercised | 行使 | (5,353,332) | (7,082,666) |
| Lapsed | 失效 | (541,000) | (830,000) |
| At the end of the period | 於期終 | 54,633,780 | 56,991,112 |

16. 股本 (續)

附註：(續)

(b) 購股權

本公司尚未行使之購股權乃根據以下授出：

- (i) 已終止之2002年購股權計劃；及
- (ii) 2012年購股權計劃。

尚未行使之購股權數目變動如下：

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

16. SHARE CAPITAL (CONTINUED)

Notes: (continued)

(b) Share options (continued)

The expiry dates and subscription prices of the share options outstanding as at 30 September 2013 are set out as follows:

| Expiry date 到期日 | Subscription price per Share 每股認購價 (HK\$) (港幣) | No. of share options outstanding as at 30 September 於9月30日尚未行使之 購股權數目 | |
|---------------------------------|--|--|-------------------|
| | | 2013 | 2012 |
| 2002 Share Option Scheme | 2002年購股權計劃 | | |
| 29 October 2013 | 2013年10月29日 | 0.84 | 1,030,792 |
| 1 March 2019 | 2019年3月1日 | 1.095 | – |
| 29 September 2020 | 2020年9月29日 | 3.16 | 4,690,000 |
| 16 June 2021 | 2021年6月16日 | 4.95 | 4,806,000 |
| 28 February 2022 | 2022年2月28日 | 4.77 | 28,145,988 |
| 28 June 2022 | 2022年6月28日 | 4.85 | 6,968,000 |
| 2012 Share Option Scheme | 2012年購股權計劃 | | |
| 20 June 2023 | 2023年6月20日 | 8.07 | 8,993,000 |
| | | | 54,633,780 |
| | | | 56,991,112 |

The weighted average fair value of share options granted during the period was determined using the binomial lattice model, prepared by HSBC Life (International) Limited, was HK\$2.18 per option (2012: HK\$1.48). The significant inputs into the model were share price of HK\$7.44 at the grant date, exercise price of HK\$8.07, volatility of 46.0%, dividend yields of 4.0%, an expected option life of around six years and an annual risk-free interest rate of 1.30%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last six years. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

於期內授出之購股權的加權平均公平值乃由滙豐人壽保險(國際)有限公司利用二項格子法估值模式釐定，每份購股權為2.18港元(2012年：1.48港元)。輸入該模式的重大數據為：於授出日期的股價為7.44港元、行使價為8.07港元、波動幅度為46.0%、派息率為4.0%、購股權的預計年期為約6年及每年零風險利率為1.30%。按照持續複合股份回報的標準偏差而量度的波動幅度，是根據過去6年每日股價的統計分析而計算的。基於作出的假設和所用模式的限制，所計算的公平值必然是主觀和不確定的。購股權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會嚴重影響購股權公平值的估算。

16. 股本 (續)

附註：(續)

(b) 購股權 (續)

於2013年9月30日尚未行使之購股權之到期日及認購價如下：

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

17. COMMITMENTS

- (a) Capital commitments in respect of the acquisition of property, plant and equipment:

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|---------------------------------|---------|--|--|
| Contracted but not provided for | 已簽約但未撥備 | 97,844 | 23,453 |
| Authorised but not contracted | 已批准但未簽約 | 132,758 | 206,276 |
| | | 230,602 | 229,729 |

The amount of capital commitments authorised but not contracted represents the Group's estimated capital expenditure based on the annual budget approved by the Board of Directors.

已批准但未簽約之資本承擔款項，為本集團根據獲董事會批准之年度預算估計之資本性開支。

- (b) Commitments under operating leases

As at 30 September 2013, the Group had total future aggregate minimum lease payments under non-cancellable operating leases as follows:

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|---------------------------------------|-----------------|--|--|
| Land and buildings | 土地及樓宇 | | |
| Within one year | 1年內 | 870,661 | 859,506 |
| In the second to fifth year inclusive | 第2年至第5年（包括首尾兩年） | 1,022,895 | 1,131,939 |
| After the fifth year | 5年後 | 6,176 | 6,490 |
| | | 1,899,732 | 1,997,935 |

17. 承擔

- (a) 購買物業、機器及設備之資本承擔：

- (b) 經營租約承擔

於2013年9月30日，本集團根據不可撤銷之經營租約而須於未來支付之最低租賃付款總額如下：

Notes to Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

17. COMMITMENTS (CONTINUED)

(c) Operating leases rental receivables

As at 30 September 2013, the Group had total future minimum lease payments receivable under non-cancellable operating leases as follows:

| | | 30 September 2013 2013年 9月30日 HK\$'000 港幣千元 | 31 March 2013 2013年 3月31日 HK\$'000 港幣千元 |
|---------------------------------------|-----------------|--|--|
| Land and buildings | 土地及樓宇 | | |
| Within one year | 1年內 | 51,781 | - |
| In the second to fifth year inclusive | 第2年至第5年(包括首尾兩年) | 107,770 | - |
| | | 159,551 | - |

17. 承擔(續)

(c) 經營租賃承諾

於2013年9月30日，本集團根據不可撤銷的經營租賃下的未來最低可收取租賃款項總額如下：

18. RELATED-PARTY TRANSACTIONS

Key management personnel compensation:

| | | Six months ended 30 September 截至9月30日止6個月 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
|--|-------------------|---|--------------------------|
| Directors' fees | 董事袍金 | 820 | 777 |
| Basic salaries, bonuses, housing allowances and other allowances | 基本薪金、花紅、房屋津貼及其他津貼 | 20,760 | 16,963 |
| Retirement benefit costs | 退休福利成本 | 980 | 903 |
| Share-based payment | 以股份為基礎之付款 | 8,980 | 12,122 |
| | | 31,540 | 30,765 |

18. 關連人士交易

主要管理人員之酬金：

INTERIM DIVIDEND AND SPECIAL DIVIDEND

The Board resolved to declare an interim dividend of 4.5 HK cents (2012: 2.5 HK cents) per share and a special dividend of 4.5 HK cents (2012: 4.5 HK cents) per share for the six months ended 30 September 2013, payable to shareholders whose names appear on the Register of Members of the Company on Tuesday, 10 December 2013.

The interim and special dividends will be paid on or around Thursday, 19 December 2013.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining entitlement to the interim dividend and special dividend, the Register of Members of the Company will be closed from Monday, 9 December 2013 to Tuesday, 10 December 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend and special dividend, all valid documents for the transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 6 December 2013.

BOARD OF DIRECTORS

At the AGM held on 22 August 2013, Dr KWOK Siu Ming Simon, Dr KWOK LAW Kwai Chun Eleanor and Mr LOOK Guy retired as executive directors of the Company and Ms TAM Wai Chu Maria retired as an independent non-executive director of the Company by rotation. Ms LEE Yun Chun Marie-christine, who was appointed on 26 February 2013 as a non-executive director of the Company, shall hold office until the first AGM following her appointment. All of the aforesaid directors, being eligible, offered themselves for re-election by the Shareholders. All votings by the Shareholders were conducted by way of a poll and all of the said directors were duly re-elected at the AGM.

中期股息及特別股息

董事會議決宣佈派發截至2013年9月30日止6個月之中期股息每股4.5港仙（2012年：2.5港仙）及特別股息每股4.5港仙（2012年：4.5港仙）給予於2013年12月10日（星期二）名列本公司股東名冊之股東。

中期股息及特別股息將於2013年12月19日（星期四）當日或該日前後派發。

暫停辦理股份過戶登記手續

為確定符合資格收取中期股息及特別股息，本公司將於2013年12月9日（星期一）至2013年12月10日（星期二）期間（包括首尾兩日）暫停辦理股份過戶登記手續。為享有上述宣派之中期股息及特別股息，所有有效過戶文件連同有關股票必須於2013年12月6日（星期五）下午4時30分前送交本公司之香港股份登記及過戶分處卓佳雅柏勤有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

董事會

於2013年8月22日舉行之股東週年大會上，郭少明博士、郭羅桂珍博士及陸楷先生輪值告退本公司執行董事，而譚惠珠小姐則輪值告退本公司獨立非執行董事。利蘊珍小姐於2013年2月26日獲委任為本公司非執行董事，其任期乃直至其委任後首個股東大會止。所有輪值告退之董事均有資格並願膺選連任。股東之所有投票均以書面投票方式進行，而所有上述董事均於該股東週年大會上獲選連任。

Supplementary Information

其他資料

BOARD OF DIRECTORS (CONTINUED)

The directors who held office as at 30 September 2013 and up to the date of this report were:

EXECUTIVE DIRECTORS

Dr KWOK Siu Ming Simon, *BBS, JP* (Chairman and CEO)

- date of appointment as a Director: 3 December 1996
- date of last re-election in AGM as a Director: 22 August 2013

Dr KWOK LAW Kwai Chun Eleanor, *BBS* (Vice-chairman)

- date of appointment as a Director: 3 December 1996
- date of last re-election in AGM as a Director: 22 August 2013

Mr LOOK Guy (CFO)

- date of appointment as a Director: 10 September 2002
- date of last re-election in AGM as a Director: 22 August 2013
- term of directorship: three years commencing on 1 March 2012

董事會 (續)

於2013年9月30日及本報告日期，董事會成員為：

執行董事

郭少明博士，*銅紫荊星章*，*太平紳士* (主席及行政總裁)

- 委任日期：1996年12月3日
- 上一次獲重選之股東週年大會日期：2013年8月22日

郭羅桂珍博士，*銅紫荊星章* (副主席)

- 委任日期：1996年12月3日
- 上一次獲重選之股東週年大會日期：2013年8月22日

陸楷先生 (首席財務總監)

- 委任日期：2002年9月10日
- 上一次獲重選之股東週年大會日期：2013年8月22日
- 董事任期：由2012年3月1日起計3年

BOARD OF DIRECTORS (CONTINUED)**NON-EXECUTIVE DIRECTOR**

Ms LEE Yun Chun Marie-christine

- date of appointment as a Director: 26 February 2013
- date of last re-election in AGM as a Director: 22 August 2013
- term of directorship: three years commencing on 22 August 2013

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor CHAN Yuk Shee, *PhD, SBS, JP*

- date of appointment as a Director: 1 November 1999
- date of last re-election in AGM as a Director: 25 August 2011
- term of directorship: three years commencing on 1 November 2011

Dr LEUNG Kwok Fai Thomas, *PhD, BBS, JP*

- date of appointment as a Director: 1 January 2000
- date of last re-election in AGM as a Director: 25 August 2011
- term of directorship: three years commencing on 1 January 2012

Ms TAM Wai Chu Maria, *GBM, JP*

- date of appointment as a Director: 24 June 2004
- date of last re-election in AGM as a Director: 22 August 2013
- term of directorship: three years commencing on 24 June 2013

Ms KI Man Fung Leonie, *SBS, JP*

- date of appointment as a Director: 15 December 2006
- date of last re-election in AGM as a Director: 23 August 2012
- term of directorship: three years commencing on 15 December 2012

Mr TAN Wee Seng

- date of appointment as a Director: 11 March 2010
- date of last re-election in AGM as a Director: 23 August 2012
- term of directorship: three years commencing on 26 August 2013

董事會 (續)**非執行董事**

利蘊珍小姐

- 委任日期：2013年2月26日
- 上一次獲重選之股東週年大會日期：2013年8月22日
- 董事任期：由2013年8月22日起計3年

獨立非執行董事

陳玉樹教授，*PhD，銀紫荊星章，太平紳士*

- 委任日期：1999年11月1日
- 上一次獲重選之股東週年大會日期：2011年8月25日
- 董事任期：由2011年11月1日起計3年

梁國輝博士，*PhD，銅紫荊星章，太平紳士*

- 委任日期：2000年1月1日
- 上一次獲重選之股東週年大會日期：2011年8月25日
- 董事任期：由2012年1月1日起計3年

譚惠珠小姐，*大紫荊勳章，太平紳士*

- 委任日期：2004年6月24日
- 上一次獲重選之股東週年大會日期：2013年8月22日
- 董事任期：由2013年6月24日起計3年

紀文鳳小姐，*銀紫荊星章，太平紳士*

- 委任日期：2006年12月15日
- 上一次獲重選之股東週年大會日期：2012年8月23日
- 董事任期：由2012年12月15日起計3年

陳偉成先生

- 委任日期：2010年3月11日
- 上一次獲重選之股東週年大會日期：2012年8月23日
- 董事任期：由2013年8月26日起計3年

Supplementary Information

其他資料

ISSUE OF SHARES

During the six months ended 30 September 2013, the Company issued and allotted a total of 5,353,332 Shares of HK\$0.10 each in the Company to a Director and certain staff members, upon their exercise of share options under the share option scheme adopted by the Company on 29 August 2002 (the "2002 Share Option Scheme").

SHARE OPTIONS

(I) 2002 SHARE OPTION SCHEME

The 2002 Share Option Scheme was approved by the Shareholders at the AGM held on 29 August 2002. The 2002 Share Option Scheme was terminated and a new share option scheme (the "2012 Share Option Scheme") was adopted pursuant to resolutions passed by the Shareholders on 23 August 2012. The 2012 Share Option Scheme became unconditional and effective on 27 August 2012. Upon termination of the 2002 Share Option Scheme, no further options could be granted under the 2002 Share Option Scheme but the provisions of the 2002 Share Option Scheme continued to govern options granted under this scheme up to and including 23 August 2012.

發行股份

於截至2013年9月30日止6個月期間，本公司根據本公司於2002年8月29日採納之購股權計劃（「2002年購股權計劃」）發行及配發本公司每股面值0.10港元之股份合共5,353,332股予行使購股權之一名董事及若干員工。

購股權

(I) 2002購股權計劃

2002年購股權計劃於2002年8月29日舉行之股東週年大會上獲股東通過採納。本公司之股東於2012年8月23日通過決議終止2002購股權計劃，並採納一個新購股權計劃（「2012年購股權計劃」）。2012年購股權計劃於2012年8月27日無條件生效。2002年購股權計劃經終止後，再無購股權可根據2002年購股權計劃予以授出，惟該購股權計劃之條文繼續對截至並包括2012年8月23日根據此計劃已授出的購股權具有約束力。

Supplementary Information

其他資料

SHARE OPTIONS (CONTINUED)

購股權 (續)

(I) 2002 SHARE OPTION SCHEME (CONTINUED)

(I) 2002購股權計劃 (續)

Details of the share options granted under the 2002 Share Option Scheme and their movements during the period are set out below:

按2002年購股權計劃授出之購股權詳情及於期內之變動載列如下：

| Name 姓名 | Date of grant 授出日期 | Subscription price per Share 每股股份認購價 (HK\$) (港元) | Exercisable period 行使期 | Vesting period (from the date of grant) 持有期 (自授出日起計) | *Closing price of the Shares immediately before the date on which the options were exercised *每股股份於緊接購股權行使日期前一天之收市價 (HK\$) (港元) | Number of Share Options 購股權數目 | | | | | | | |
|---------------------|-------------------------|---|---|---|--|---|------------------------------------|---------------------------------------|--------------------------------------|--|-------------|---|-----------|
| | | | | | | Outstanding as at 1 Apr 2013 於2013年4月1日未獲行使 | Granted during the period 於期內授出 | Exercised during the period 於期內獲行使 | # Lapsed during the period #於期內失效 | Outstanding as at 30 Sep 2013 於2013年9月30日未獲行使 | | | |
| Mr LOOK Guy 陸楷先生 | 2 Mar 2009 2009年3月2日 | 1.095 | 29 Feb 2012 to 1 Mar 2019 2012年2月29日至2019年3月1日 | 3 years 3年 | 8.22 | 500,000 | - | (500,000) | - | - | | | |
| | | | | | | note 附註(1) | note 附註(1) | 8.01 (AVG) (平均價) | 4,500,000 | - | (4,500,000) | - | - |
| | 1 Mar 2012 2012年3月1日 | 4.77 | 28 Feb 2013 to 28 Feb 2022 2013年2月28日至2022年2月28日 | 1 year 1年 | - | 4,690,998 | - | - | - | 4,690,998 | | | |
| | | | | | | 28 Feb 2014 to 28 Feb 2022 2014年2月28日至2022年2月28日 | 2 years 2年 | - | 4,690,998 | - | - | - | 4,690,998 |
| | | | | | | 28 Feb 2015 to 28 Feb 2022 2015年2月28日至2022年2月28日 | 3 years 3年 | - | 4,690,998 | - | - | - | 4,690,998 |
| | | | | | | note 附註(2) | note 附註(2) | - | 4,690,998 | - | - | - | 4,690,998 |
| | | | | | | note 附註(2) | note 附註(2) | - | 4,690,998 | - | - | - | 4,690,998 |
| note 附註(2) | note 附註(2) | - | 4,690,998 | - | - | - | 4,690,998 | | | | | | |

Supplementary Information

其他資料

SHARE OPTIONS (CONTINUED)

(I) 2002 SHARE OPTION SCHEME (CONTINUED)

購股權 (續)

(I) 2002購股權計劃 (續)

| Name 姓名 | Date of grant 授出日期 | Subscription price per Share 每股股份認購價 (HK\$) (港元) | Exercisable period 行使期 | Vesting period (from the date of grant) 行使前持有期 (自授出日起計) | *Closing price of the Shares immediately before the date on which the options were exercised *每股股份於緊接購股權行使日期前一天之收市價 (HK\$) (港元) | Number of Share Options 購股權數目 | | | | |
|--|----------------------------|---|--|---|--|--|------------------------------------|---------------------------------------|-------------------------------------|--|
| | | | | | | Outstanding as at 1 Apr 2013 於2013年4月1日未獲行使 | Granted during the period 於期內授出 | Exercised during the period 於期內獲行使 | #Lapsed during the period #於期內失效 | Outstanding as at 30 Sep 2013 於2013年9月30日未獲行使 |
| Employees Under Continuous Employment Contract 連續性合約僱員 | 30 Oct 2003 2003年10月30日 | 0.84 | 30 Oct 2005 to 29 Oct 2013 2005年10月30日 至2013年10月29日 | 2 years 2年 note 附註(3) | 8.13 | 146,668 | - | (13,334) | - | 133,334 |
| | | | 30 Oct 2006 to 29 Oct 2013 2006年10月30日 至2013年10月29日 | 3 years 3年 note 附註(3) | 8.20 (AVG) (平均價) | 346,664 | - | (213,332) | - | 133,332 |
| | | | note 附註(4) | note 附註(4) | 8.13 | 269,332 | - | (68,000) | - | 201,332 |
| | | | note 附註(4) | note 附註(4) | 8.13 | 168,000 | - | (5,334) | - | 162,666 |
| | | | 30 Oct 2006 to 29 Oct 2013 2006年10月30日 至2013年10月29日 | 3 years 3年 | 8.47 | 453,460 | - | (53,332) | - | 400,128 |
| | 30 Sep 2010 2010年9月30日 | 3.16 | 30 Sep 2013 to 29 Sep 2020 2013年9月30日 至2020年9月29日 | 3 years 3年 note 附註(5) | - | 4,720,000 | - | - | (30,000) | 4,690,000 |
| | 17 Jun 2011 2011年6月17日 | 4.95 | 17 Jun 2014 to 16 Jun 2021 2014年6月17日 至2021年6月16日 | 3 years 3年 note 附註(6) | - | 4,980,000 | - | - | (174,000) | 4,806,000 |
| | 29 Jun 2012 2012年6月29日 | 4.85 | 29 Jun 2015 to 28 Jun 2022 2015年6月29日 至2022年6月28日 | 3 years 3年 Note 附註(7) | - | 7,210,000 | - | - | (242,000) | 6,968,000 |
| | | | | | | 51,440,112 | - | (5,353,332) | (446,000) | 45,640,780 |

* The weighted average closing price ("AVG") is shown where appropriate.

There is no share option cancelled during the period.

* 加權平均收市價 (「平均價」) 已適當顯示。

期內並無購股權被註銷。

SHARE OPTIONS (CONTINUED)

(I) 2002 SHARE OPTION SCHEME (CONTINUED)

Notes:

- (1) The exercise of the share options is subject to certain performance targets that must be achieved by the director. The share options shall be exercised by the director not later than 1 March 2019.
- (2) The exercise of the share options is subject to certain performance targets that must be achieved by the director. The share options shall be exercised by the director not later than 28 February 2022.
- (3) On 30 October 2003, the Company granted share options to employees who had completed a minimum of 5 years of employment with the Group as at 30 September 2003 in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (4) On 30 October 2003, the Company granted share options to employees of the Company who are of managerial level or above in order to encourage and motivate them to continue to contribute to the success of the business of the Group. The exercise of the share options is subject to certain performance targets that must be achieved by the employees. The share options shall be exercised by the employees not later than 29 October 2013.
- (5) On 30 September 2010, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (6) On 17 June 2011, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (7) On 29 June 2012, the Company granted 7,567,000 share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group. The exercise of 400,000 share options out of the outstanding balance as at 30 September 2013 is subject to certain performance targets that must be achieved by the related employees.

購股權 (續)

(I) 2002 購股權計劃 (續)

附註：

- (1) 該名董事必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於2019年3月1日行使。
- (2) 該名董事必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於2022年2月28日行使。
- (3) 本公司於2003年10月30日授出購股權予於截至2003年9月30日止服務本集團不少於5年之僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務發展繼續作出貢獻。
- (4) 本公司於2003年10月30日授出購股權予本公司經理級或以上之僱員，以鼓勵及推動該等僱員對本集團業務發展繼續作出貢獻。有關僱員必須達到若干表現指標才符合資格行使購股權。有關之購股權必須不遲於2013年10月29日行使。
- (5) 本公司於2010年9月30日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務發展繼續作出貢獻。
- (6) 本公司於2011年6月17日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務發展繼續作出貢獻。
- (7) 本公司於2012年6月29日授出7,567,000購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務發展繼續作出貢獻。於2013年9月30日之購股權餘額內，其中400,000股購股權須待有關僱員達到若干表現指標，才符合資格行使該等購股權。

Supplementary Information

其他資料

SHARE OPTIONS (CONTINUED)

(II) 2012 SHARE OPTION SCHEME

The 2012 Share Option Scheme was adopted on 23 August 2012 and became unconditional and effective on 27 August 2012. Details of the share options granted under the 2012 Share Option Scheme and their movements during the period are set out below:

| Name 姓名 | Date of grant 授出日期 | Subscription price per Share 每股股份 認購價 (HK\$) (港元) | Closing price of the Shares immediately before the date on which the options were granted 每股股份於緊接授出日期前一天之收市價 (HK\$) (港元) | Exercisable period 行使期 | Vesting period (from the date of grant) 行使前持有期 (自授出日起計) | Number of Share Options 購股權數目 | | | | |
|--|---------------------------|---|---|---|---|--|------------------------------------|---------------------------------------|-------------------------------------|--|
| | | | | | | Outstanding as at 1 Apr 2013 於2013年4月1日未獲行使 | Granted during the period 於期內授出 | Exercised during the period 於期內獲行使 | # Lapsed during the period 於期內失效 | Outstanding as at 30 Sep 2013 於2013年9月30日未獲行使 |
| Employees Under Continuous Employment Contract 連續性合約僱員 | 21 Jun 2013 2013年6月21日 | 8.07 | 7.73 | 21 Jun 2016 to 20 Jun 2023 2016年6月21日至2023年6月20日 | 3 years 3年 note 附註 | - | 9,088,000 | - | (95,000) | 8,993,000 |
| | | | | | | - | 9,088,000 | - | (95,000) | 8,993,000 |

There is no share option cancelled during the period.

Note:

On 21 June 2013, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.

購股權 (續)

(II) 2012年購股權計劃

本公司於2012年8月23日採納2012購股權計劃，該計劃於2012年8月27日無條件生效。按2012年購股權計劃授出之購股權詳情及於期內之變動載列如下：

期內並無購股權被註銷。

附註：

本公司於2013年6月21日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務發展繼續作出貢獻。

SHARE OPTIONS (CONTINUED)**(II) 2012 SHARE OPTION SCHEME (CONTINUED)**

The weighted average fair value of share options granted during the period was determined using the binomial lattice model, prepared by HSBC Life (International) Limited, was HK\$2.18 per option (2012: HK\$1.48). The significant inputs into the model were share price of HK\$7.44 at the grant date, exercise price of HK\$8.07, volatility of 46.0%, dividend yields of 4.0%, an expected option life of around six years and an annual risk-free interest rate of 1.30%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last six years. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 September 2013, there was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

購股權 (續)**(II) 2012年購股權計劃 (續)**

於期內授出之購股權的加權平均公平值乃由滙豐人壽保險(國際)有限公司利用二項格子法估值模式釐定，每份購股權為2.18港元(2012年：1.48港元)。輸入該模式的重大數據為：於授出日期的股價為7.44港元、行使價為8.07港元、波動幅度為46.0%、派息率為4.0%、購股權的預計年期為約6年及每年零風險利率為1.30%。按照持續複合股份回報的標準偏差而量度的波動幅度，是根據過去六年每日股價的統計分析而計算的。基於作出的假設和所用模式的限制，所計算的公平值必然是主觀和不確定的。購股權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會嚴重影響購股權公平值的估算。

購回、出售或贖回股份

本公司或其任何附屬公司於截至2013年9月30日止6個月內概無購回、出售或贖回本公司任何上市證券。

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

As at 30 September 2013, the directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code are set out below:

於2013年9月30日，本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券條例第XV部）擁有根據證券條例第XV部第7及第8分部須知會本公司及聯交所的股份、相關股份及債券之權益及淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

(I) LONG POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

(I) 擁有本公司股份、相關股份及債券之好倉

| Name of Director 董事姓名 | Capacity 身份 | Number of Shares in the Company 本公司之股份數目 | | | | | Total 總權益 | Approximate percentage of shareholding 約佔持股 百分比 |
|--|--|---|-----------------------------|--------------------------------|----------------------------|---------------|--------------|---|
| | | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | | | |
| Dr KWOK Siu Ming Simon 郭少明博士 | Interests of a controlled corporation (Note) 所控制法團的權益 (附註) | - | - | 1,797,012,800 | - | 1,797,012,800 | 63.45% | |
| | Beneficial Owner 實益擁有人 | 40,728,000 | - | - | - | 40,728,000 | 1.44% | |
| Dr KWOK LAW Kwai Chun Eleanor 郭羅桂珍博士 | Interests of a controlled corporation (Note) 所控制法團的權益 (附註) | - | - | 1,797,012,800 | - | 1,797,012,800 | 63.45% | |
| | Beneficial Owner 實益擁有人 | 2,300,000 | - | - | - | 2,300,000 | 0.08% | |
| Ms TAM Wai Chu Maria 譚惠珠小姐 | Beneficial Owner 實益擁有人 | 2,000,000 | - | - | - | 2,000,000 | 0.07% | |

Note: These Shares are held as to 1,393,560,000 shares by Sunrise Height Incorporated and as to 403,452,800 shares by Green Ravine Limited. Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.

附註：該等股份其中1,393,560,000股由Sunrise Height Incorporated持有，而403,452,800股由Green Ravine Limited持有。郭少明博士及郭羅桂珍博士各持有Sunrise Height Incorporated及Green Ravine Limited 50%權益。

Details of the interests of Directors and chief executives in the derivatives interests in the Company for the six months ended 30 September 2013 are disclosed in the Share Options section on page 56 of this report.

各董事及主要行政人員於截至2013年9月30日止6個月期間擁有本公司衍生工具權益之詳情已於本報告第56頁之「購股權」部份披露。

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

(II) LONG POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF ASSOCIATED CORPORATIONS

Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor are each taken to be interested in all the issued non-voting deferred shares (the "Deferred Shares") of Base Sun Investment Limited ("Base Sun"), Matford Trading Limited ("Matford"), Sa Sa Cosmetic Company Limited and Sa Sa Investment (HK) Limited, all of which are wholly owned subsidiaries of the Company. Details of interests in the Deferred Shares as at 30 September 2013 are set out below:

Dr KWOK Siu Ming Simon

(II) 擁有相聯法團股份、相關股份及債券之好倉

郭少明博士及郭羅桂珍博士分別被視為擁有鵬日投資有限公司(「鵬日」)、美福貿易有限公司(「美福」)、莎莎化粧品有限公司及莎莎投資(香港)有限公司之全部已發行無投票權遞延股份(「遞延股份」)之權益,前述公司均為本公司全資附屬公司。於2013年9月30日,遞延股份之權益詳情載列如下:

郭少明博士

| Name of associated corporation 相聯法團名稱 | Capacity 身份 | Number of Deferred Shares in the associated corporation 相聯法團之遞延股份數目 | | | | | Total interests 總權益 | Percentage of shareholding to all the Deferred Shares of associated corporation 佔相聯法團之所有遞延股份百分比 |
|---|---|--|--------------------------|-----------------------------|-------------------------|---|------------------------|--|
| | | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | | | |
| Base Sun Investment Limited 鵬日投資有限公司 | Interests of a controlled corporation (Note 1) 所控制法團的權益(附註1) | - | - | 2 | - | 2 | 100% | |
| Matford Trading Limited 美福貿易有限公司 | Beneficial Owner (Note 2) 實益擁有人(附註2) | 3 | - | - | - | 3 | 50% | |
| Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司 | Beneficial Owner 實益擁有人 | 1 | - | - | - | 1 | 50% | |
| Sa Sa Investment (HK) Limited 莎莎投資(香港)有限公司 | Beneficial Owner 實益擁有人 | 1 | - | - | - | 1 | 50% | |

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

(II) LONG POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF ASSOCIATED CORPORATIONS (CONTINUED)

(II) 擁有相聯法團股份、相關股份及債券之好倉（續）

Dr KWOK LAW Kwai Chun Eleanor

郭羅桂珍博士

| Name of associated corporation 相聯法團名稱 | Capacity 身份 | Number of Deferred Shares in the associated corporation 相聯法團之遞延股份數目 | | | | | Total interests 總權益 | Percentage of shareholding to all the Deferred Shares of associated corporation 佔相聯法團之所有遞延股份百分比 |
|---|--|--|--------------------------|-----------------------------|-------------------------|---|------------------------|--|
| | | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | | | |
| Base Sun Investment Limited 鵬日投資有限公司 | Interests of a controlled corporation (Note 1) 所控制法團的權益 (附註1) | - | - | 2 | - | 2 | 100% | |
| Matford Trading Limited 美福貿易有限公司 | Beneficial Owner (Note 3) 實益擁有人 (附註3) | 3 | - | - | - | 3 | 50% | |
| Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司 | Beneficial Owner 實益擁有人 | 1 | - | - | - | 1 | 50% | |
| Sa Sa Investment (HK) Limited 莎莎投資(香港)有限公司 | Beneficial Owner 實益擁有人 | 1 | - | - | - | 1 | 50% | |

Notes:

附註：

- Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor together hold two Deferred Shares in Base Sun through Win Win Group International Limited ("Win Win") and Modern Capital Investment Limited ("Modern Capital"). Win Win and Modern Capital are companies owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor and each of Win Win and Modern Capital holds one Deferred Share in Base Sun.
- Dr KWOK Siu Ming Simon holds three Deferred Shares in Matford through Mr YUNG Leung Wai who acts as a nominee shareholder.
- Dr KWOK LAW Kwai Chun Eleanor holds three Deferred Shares in Matford through Ms KWOK Lai Yee Mabel who acts as a nominee shareholder.

- 郭少明博士及郭羅桂珍博士透過威威集團國際有限公司(「威威」)及茂傑投資有限公司(「茂傑」)持有鵬日2股遞延股份。郭少明博士及郭羅桂珍博士各持有威威及茂傑50%權益，而威威和茂傑各持有1股鵬日遞延股份。
- 郭少明博士透過容良偉先生(作為其代理人股東)持有美福3股遞延股份。
- 郭羅桂珍博士透過郭麗儀小姐(作為其代理人股東)持有美福3股遞延股份。

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

Save as disclosed above, no Director or chief executive has any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to be have under such provisions), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the Share Options section on page 56, at no time during the period was the Company, its holding company or its subsidiaries or a subsidiary of the Company's holding company, a party to any arrangements which enabled the Directors (including their spouses or children under 18 years of age), to acquire benefits by means of acquisition of shares in or debenture of the Company or any other body corporate.

除上文所披露者外，各董事及主要行政人員概無在本公司或其相聯法團（定義見證券條例第XV部）擁有根據證券條例第XV部第7及第8分部須知會本公司及聯交所的股份、相關股份及債券之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事購買股份或債券權利之利益

除於第56頁「購股權」部分所披露者外，本公司、其控股公司或其附屬公司或其控股公司之附屬公司於期內任何時間概無成為任何安排之其中一方，令董事（包括彼等之配偶或18歲以下之子女）可藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

Interests and Short Positions in Shares and Underlying Shares of Shareholders

股東於股份及相關股份之權益及淡倉

So far as is known to any Director or chief executive of the Company, as at 30 September 2013, Shareholders, other than a Director or chief executive, who had interests and short positions in the shares and underlying shares of the Company which would have to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions), or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO are as follows:

就本公司董事或主要行政人員所知，於2013年9月30日，擁有根據證券條例第XV部第2及第3分部須向本公司及聯交所披露的股份及相關股份之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第336條須置存之登記冊內的權益或淡倉之股東如下：

LONG POSITION OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES OF THE COMPANY

主要股東擁有本公司股份之好倉

| Name of company 公司名稱 | Capacity 身份 | No. of shares held 持股量 | Approximate percentage of shareholding 約佔持股百分比 |
|--|---------------------------|---------------------------|---|
| Sunrise Height Incorporated (Note) (附註) | Beneficial owner 實益擁有人 | 1,393,560,000 | 49.20% |
| Green Ravine Limited (Note) (附註) | Beneficial owner 實益擁有人 | 403,452,800 | 14.25% |

Note: Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.

附註：郭少明博士及郭羅桂珍博士各擁有Sunrise Height Incorporated及Green Ravine Limited 50%股權。

Save as disclosed above, the Company has not been notified by any person (other than the Directors or chief executives) who had interests or short positions in the shares or underlying shares of the Company which would have to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions), or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，本公司並無知悉任何人士擁有根據證券條例第XV部第2及第3分部須向本公司及聯交所披露的股份或相關股份（除董事或主要行政人員外）之權益或淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第336條須置存之登記冊內的權益或淡倉。

Environmental, Social and Governance

環境、社會及管治

As we travel ever further on our journey to “Making Life Beautiful” for our stakeholders, it is important that we take the opportunity of this half-year review to consider our progress along the way and to ensure that we are proceeding in the right direction to deliver true beauty and meaning to our stakeholders. Our beauty journey enables us to inspire our talents, enlighten our customers, create greater harmony in society and to contribute towards a sustainable natural environment.

Progress on our beauty journey has not only been made but also recognized. For the third consecutive year Sa Sa's persistence and commitment to making life beautiful for our stakeholders was reflected in our inclusion in the Hang Seng Corporate Sustainability Benchmark Index (HSSUSB) for the 3rd consecutive year.

Our Talents represent the very heart of who we are. Their enthusiasm, skills and passion significantly contribute to the joy of our customers. Our Sa Sa family continued to grow over the six month period, reaching over 5000 people in total (for the entire group), as we further enhanced the comprehensive nature of our services and strove to deliver a unique beauty experience to our customers.

The annual remuneration review was completed during this period, ensuring that our talents are appropriately recognized for the value they contribute towards Sa Sa. The unity of the Sa Sa family continued to be an important focus, and a number of social and team building initiatives were successfully organized during the period. These included visiting Noah's Ark, a family movie night, classes on mooncake making, leather handicrafts and cooking as well as monthly birthday celebrations for our colleagues.

We see the beauty of enlightening **our customer** as a process that requires continuous re-elaboration, improvement and reinforcement of how we deliver our services. During the period, our first lifestyle concept store Sa Sa Supreme was opened at Leighton Centre in Causeway Bay. The store is an expression of how beauty is brought to our customers through greater diversity of product and service offerings. Our commitment to continuous service improvement was also recognized with the receipt of both the Gold and Silver Awards at the “Outstanding QTS Merchant Service Staff Award 2013” in the Cosmetics, Personal Care Products and Store category. To ensure that premium service quality is embedded in the DNA of our staff and reflected in all interactions with customers, a number of best service Sa Sa shops were identified as “model shops” for the purposes of internal service benchmarking.

莎莎一直努力不懈為持份者「締造美麗人生」，在美的旅程上我們不時檢討成果，確認方向，務求為持份者帶來美麗的真諦。本中期報告正好供我們機會拾遺檢閱、繼往開來。莎莎深信，美麗旅程的意義在於感染身邊的人和事，為世界添上美的色彩。因此一路走來，我們致力啟發員工的潛能，喚醒顧客的自然美，維繫社會的和諧，及為保護自然環境盡一分綿力。

莎莎在美麗旅程上的成績有目共睹。今年已是莎莎連續第三年成為恒生可持續發展企業基準指數成份股(HSSUSB)，足證莎莎一直為持份者締造美麗人生的堅持和投入得到認同。

人才是莎莎的核心所在，全賴員工的熱誠、技能和投入，方能為顧客提供優質的美麗體驗。莎莎大家庭於過去六個月繼續增添新成員，至今集團旗下已超過5000名員工為我們日趨多元化的服務而努力，務求為顧客送上獨一無二的美麗體驗。

莎莎的年度薪酬調整已於本期內完成，充份肯定員工為公司作出的貢獻。我們一直重視團結莎莎大家庭，於本期內繼續推出連串活動加強員工間的連繫及團隊精神，當中包括參觀挪亞方舟主題公園、舉辦電影夜、月餅製作、皮具製作及烹飪班，另外，每月莎莎亦舉辦生日會為員工慶祝壽辰。

莎莎一直以啟迪**顧客**對美的體驗為己任，孜孜不倦檢視、改善及優化服務。在此期間，莎莎於銅鑼灣禮頓中心開設了首間生活概念店Sa Sa Supreme，以更多元化的產品及服務帶給顧客貼心的購物體驗。莎莎對改善服務質素的熱切追求，使其於「優質旅遊服務」計劃舉辦的「2013年傑出優質商戶員工服務獎」的化粧品、個人護理用品及專門店組別勇奪金獎及銀獎。為把優質服務概念植根於員工的意識，並在與顧客的互動中確切實踐，多間具卓越服務質素的莎莎店被選為「模範店」，作為服務質素的內部參考指標。

Environmental, Social and Governance

環境、社會及管治

Creating a harmonious **community** is one of the key targets in Sa Sa's vision of building and maintaining a sustainable business. In the period under review, we continued our commitment to making donations to and sponsoring various reputable charity partners such as the Community Chest, Po Leung Kuk, and Caritas Hong Kong. As our caring culture permeates every level of the organization, our talents are becoming increasingly active in charity projects. These projects include serving as volunteers to educate children from low income families about the fun and benefits of a balanced diet; mentorships to help local youth develop their skills and positive attitudes through working with Po Leung Kuk; and makeup support to JCI Hong Kong Jayceettes with their "Care and Dare" Ethnic Minority Runway project.

We are acutely aware of the importance of preserving and protecting **our environment**, since it is Mother Nature that gave us the resources for our beauty products in the first place as well as feeding us and sustaining our lives. To reduce the negative impact from our operations, we have recently completed the fitting-out of our offices with LED ceiling lights to reduce electricity usage. We have also continued to spread our message about the necessity of resource conservation. Specific initiatives were organized during the period to deepen the engagement of our colleagues. These included projects such as an internal staff seminar together with CLP's "Green Ambassador" and encouraging our colleagues to appreciate nature through our Ocean Park Fun Day staff event. We have also taken the opportunity to influence external parties as we proceed with our green journey, by sharing in a World Green Organization corporate seminar and participating in a radio programme together with Metro Finance Radio.

Please refer to our Environmental, Social and Governance (ESG) Report in the Annual Report for a more comprehensive overview. Our ESG section covers operations in Hong Kong and Macau only.

The "Making Life Beautiful" journey is a joyful route that we are proud to take. We believe that through helping other stakeholders in realizing their beauty, we are also helping ourselves to realize our own inner beauty.

和諧**社會**與可持續的良好經營環境可謂唇齒相依，因此莎莎在建立及維持其美麗王國的同時，亦非常重視建設和諧的社區。本期內，我們繼續積極支持多個信譽良好的慈善機構，如公益金、保良局及香港明愛等。莎莎亦主張以身體力行的方式關愛社會，這種文化日漸感染公司內各個階層，我們的員工亦因而愈加主動投入各種慈善活動，當中包括為香港提升快樂指數基金舉辦的健康飲食活動擔任義工，向低收入家庭的兒童灌輸健康及均衡飲食的樂趣和益處；又與保良局合作，輔導本地青年，讓他們學習技能之餘亦能建立積極正面的態度；此外我們亦支持香港女青年商會與少數族裔交流的「Care and Dare」活動，為其提供義務化妝服務。

莎莎非常重視**環境**保育，因為舉凡我們製造化粧品的原材料，乃至飲食和其他日常維生所需，在在皆由大自然所供給。為減低營運對環境的影響，我們最近已將辦公室的天花光管換成LED光管以減省耗電量，同時我們亦繼續對內外宣揚節約資源的重要性。於本期內，我們特別舉辦不同的活動以推動同事參與環境保育，當中包括邀得中電的「綠適大使」於內部員工講座擔任嘉賓講者，並於海洋公園員工同樂日中鼓勵同事體驗大自然。莎莎亦深知對外宣揚環保的重要性，所以我們曾在「世界綠色組織」的企業講座及「新城財經台」的節目中分享我們綠色的旅程。

請參閱載於年報內的環境、社會及管治報告，以獲取關於我們的更詳盡資料。這環境、社會及管治章節僅涵蓋我們於香港及澳門的業務。

我們昂然踏上「締造美麗人生」的旅程，沿途上充滿喜悅，不但能幫助持份者發掘他們的美麗，我們的內心亦因而得到滋潤，更見美麗。

COMPOSITION OF THE BOARD AND BOARD COMMITTEES

董事會的組成及董事委員會

EXECUTIVE COMMITTEE

行政委員會

1. Dr KWOK Siu Ming Simon* (Chairman)
郭少明博士* (主席)
2. Dr KWOK LAW Kwai Chun Eleanor*
郭羅桂珍博士*
3. Mr LOOK Guy*
陸楷先生*

RISK MANAGEMENT COMMITTEE

風險管理委員會

1. Dr KWOK Siu Ming Simon* (Chairman)
郭少明博士* (主席)
2. Dr KWOK LAW Kwai Chun Eleanor*
郭羅桂珍博士*
3. Mr LOOK Guy*
陸楷先生*

BOARD

董事會

1. Dr KWOK Siu Ming Simon* (Chairman & CEO)
郭少明博士* (主席及行政總裁)
2. Dr KWOK LAW Kwai Chun Eleanor* (Vice-chairman)
郭羅桂珍博士* (副主席)
3. Mr LOOK Guy* (CFO)
陸楷先生* (首席財務總監)
4. Ms LEE Yun Chun Marie-christine#
利蘊珍小姐#
5. Professor CHAN Yuk Shee[△]
陳玉樹教授[△]
6. Dr LEUNG Kwok Fai Thomas[△]
梁國輝博士[△]
7. Ms TAM Wai Chu Maria[△]
譚惠珠小姐[△]
8. Ms KI Man Fung Leonie[△]
紀文鳳小姐[△]
9. Mr TAN Wee Seng[△]
陳偉成先生[△]

REMUNERATION COMMITTEE

薪酬委員會

1. Dr LEUNG Kwok Fai Thomas[△] (Chairman)
梁國輝博士[△] (主席)
2. Dr KWOK LAW Kwai Chun Eleanor*
郭羅桂珍博士*
3. Ms TAM Wai Chu Maria[△]
譚惠珠小姐[△]
4. Ms KI Man Fung Leonie[△]
紀文鳳小姐[△]

AUDIT COMMITTEE

審核委員會

1. Professor CHAN Yuk Shee[△] (Chairman)
陳玉樹教授[△] (主席)
2. Dr LEUNG Kwok Fai Thomas[△]
梁國輝博士[△]
3. Ms TAM Wai Chu Maria[△]
譚惠珠小姐[△]
4. Ms KI Man Fung Leonie[△]
紀文鳳小姐[△]

NOMINATION COMMITTEE

提名委員會

1. Ms TAM Wai Chu Maria[△] (Chairman)
譚惠珠小姐[△] (主席)
2. Dr KWOK LAW Kwai Chun Eleanor*
郭羅桂珍博士*
3. Dr LEUNG Kwok Fai Thomas[△]
梁國輝博士[△]

* Executive Director 執行董事

Non-executive Director 非執行董事

△ Independent non-executive Director 獨立非執行董事

Corporate Governance

企業管治

During the period under review, there is no change to the composition of the Board as compared with that disclosed in the Annual Report 2012/13.

As Ms Tam Wai Chu Maria had been serving as the INED for more than nine years since 24 June 2004, her re-appointment had to be subject to Shareholders' approval pursuant to Code Provision A.4.3 of the CG Code. The Board's recommendation for her re-appointment was explained in the relevant circular to Shareholders dated 16 July 2013 and her re-appointment was approved by Shareholders at the AGM held on 22 August 2013.

The Company has applied the principles and adopted the Code Provisions under the CG Code (Appendix 14 to the Listing Rules). Please refer to the Annual Report 2012/13 for a summary of our corporate governance practices and how we comply with the Code Provisions and some of the recommended best practices. This section provides an update of our corporate governance development.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the six months ended 30 September 2013 and up to the date of this Interim Report, the Company has complied with all the Code Provisions except Code Provision A.2.1: separation of the roles of chairman and chief executive. Dr KWOK Siu Ming Simon is both our Chairman and CEO. Please refer to the detailed explanations on page 123 of the Annual Report.

The Company strives to improve our corporate governance practices through:

- (a) updating the Company's policies and timely adoption of new practices in response to recent regulatory changes;
- (b) ongoing and continuous efforts in strengthening our corporate governance culture; and
- (c) providing regular trainings to Directors.

於回顧期內，董事會成員與2012/13年報所披露者概無變動。

由於譚惠珠小姐自2004年6月24日起擔任獨立非執行董事，至今已逾九年，彼須根據企業管治守則獲股東批准方可連任。董事會就其連任作出的推薦建議已於日期為2013年7月16日的相關致股東通函內闡釋，而彼已於2013年8月22日舉行的股東週年大會上獲股東批准連任。

本公司已應用上市規則附錄14企業管治守則項下的原則，並已採納有關守則條文。有關本公司企業管治常規以及如何遵守守則條文及若干建議最佳常規的概要，請參閱2012/13年報。此節提供本公司企業管治發展的最新資料。

遵守企業管治守則

截至2013年9月30日止6個月及直至本中期報告日期，本公司已遵守所有守則條文，惟偏離守則條文A.2.1：主席與行政總裁的角色應有區分除外。郭少明博士現身兼主席及行政總裁兩職。有關詳盡解釋請參閱年報第123頁。

本公司致力透過以下各項措施改善其企業管治常規：

- (a) 因應近期規管變動更新本公司的政策並及時採納新常規；
- (b) 持續努力不懈地加強企業管治文化；及
- (c) 為董事提供定期培訓。

UPDATING POLICIES IN RESPONSE TO REGULATORY CHANGES AND CONTINUOUS EFFORTS IN STRENGTHENING OUR CORPORATE GOVERNANCE CULTURE

To establish a robust governance system, the Company keeps all Directors, management and employees abreast of the latest updates on various new legislative amendments, regulatory guidelines and relevant consultation papers. The Company diligently reviews the contents of the new legislations and conducts detailed talks with relevant departments and staffs concerned. Appropriate guidelines and policies are prepared or updated to ensure due compliance with all recent amendments. Some of the actions taken by the Company to strengthen our corporate governance culture during the period under review include:

1. With effect from 1 September 2013, there is new code provision under the CG Code requiring each listed company to formulate a board diversity policy. The board of directors adopted a Board Diversity Policy and amended the Terms of Reference for the Nomination Committee in response to such a requirement. The Board Diversity Policy has been published in the Company's website;
2. The Trade Descriptions (Unfair Trade Practices) (Amendment) Ordinance which prohibits unfair trade practices in consumer transactions became effective on 19 July 2013. We have reviewed our practices and implemented all necessary actions to comply with the new requirements. Directors have also been advised of the Amendment Ordinance, the Enforcement Guidelines and the possible impacts on our industry and business. Our in-house legal counsel has discussed and explained through meetings and presentations the new requirements of the Ordinance to our frontline shop operations managers and supervisors;
3. After we have formulated and published the policy regarding inside information in light of the new inside information disclosure regime under the SFO, we have further organized talks to educate department heads and employees on the requirements of this policy;

因應規管變動更新政策及持續努力不懈地加強企業管治文化

為建立穩健的管治制度，本公司為全體董事、管理層及僱員提供有關多項新法例修訂本、規管指引及相關諮詢文件的最新資料。本公司審慎審閱新法例內容，向相關部門及員工進行詳盡講解。本公司已編製或更新適用指引及政策，以確保妥善遵守所有該等最新修訂。於回顧期間，本公司已採取若干行動，加強企業管治文化，其中包括：

1. 自2013年9月1日起，根據企業管治守則項下的新守則條文的規定，各上市公司須制定董事會多元化政策。董事會已因應有關規定採納董事會多元化政策及修訂提名委員會的職權範圍。董事會多元化政策已刊載於本公司網站；
2. 《商品說明(不良營商手法)(修訂)條例》於2013年7月19日生效，該條例禁止與消費者交易的不公平經營手法。本公司已檢討我們的手法並實行一切必要的行動，以遵守新規定。董事亦已知悉修訂條例、實施指引及可能為我們的行業及業務帶來的影響。我們的內部法律顧問已透過多個會議及簡介會與前線店舖業務經理及主管進行討論，並向彼等解釋該條例的新規定；
3. 本公司在按證券及期貨條例項下的新內幕消息披露制度而制定及發佈有關內幕消息的政策後，已進一步舉辦講座，讓部門主管及員工了解有關政策的規定；

Corporate Governance

企業管治

UPDATING POLICIES IN RESPONSE TO REGULATORY CHANGES AND CONTINUOUS EFFORTS IN STRENGTHENING OUR CORPORATE GOVERNANCE CULTURE (CONTINUED)

4. Since July 2013, we have incorporated a training session in orientation classes to educate our new employees on various aspects of corporate governance; and
 5. Our Human Resources Department has continued to invite Independent Commission Against Corruption and Equal Opportunities Commission to give talks to our employees, educating them about prevention of corruption, sex discrimination and family status discrimination respectively.
4. 自2013年7月起，我們已於迎新課程加入培訓環節，讓新入職員工了解企業管治的各個方面；及
 5. 人力資源部繼續邀請廉政公署及平等機會委員會為員工舉辦講座，分別使彼等能了解有關避免貪污、性別歧視及家庭狀況歧視的資料。

TRAININGS FOR DIRECTORS AND REVIEW OF TIME COMMITMENT FROM DIRECTORS

The Company arranged the following in-house trainings to our Directors:

- | | |
|----------------|--|
| 12 April 2013 | "How to be an effective board" conducted by the Hong Kong Institute of Directors |
| 16 August 2013 | "Disclosure of Inside Information and IT Governance" conducted by PricewaterhouseCoopers |

Apart from the above trainings, Directors also participate in various professional and related trainings and seminars. Directors have also been continuously kept up-to-date of the latest development of the Company through periodical press releases and quarterly newsletters. A presentation was also made in the Board meeting held on 16 August 2013 to remind Directors of the importance of attending training courses and to explain what training courses they can take. The Company received confirmations from each of the Directors and noted that they have given sufficient time and attention to the affairs of the Company during the six months ended 30 September 2013.

因應規管變動更新政策及持續努力不懈地加強企業管治文化（續）

董事培訓、檢討董事所投入時間

本公司已為董事安排以下內部培訓：

- | | |
|------------|-------------------------|
| 2013年4月12日 | 香港董事學會舉辦的「如何建立有效的董事會」 |
| 2013年8月16日 | 羅兵咸永道舉辦的「內幕消息披露及資訊科技管治」 |

除上述培訓外，董事亦參與多個專業及相關培訓及研討會。董事亦通過定期的新聞稿及季度通訊持續緊貼本公司的最新發展。於2013年8月16日舉行的董事會會議中亦加入了簡介環節，重申董事出席培訓課程的重要性，並向彼等講解可參加的培訓課程。本公司已收到各董事的確認書，並得悉到彼等已給予足夠時間關注本公司於截至2013年9月30日止六個月內的事務。

DIRECTORS' ATTENDANCE AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND AGM

董事會會議、董事委員會會議及股東週年大會的董事出席記錄

| Name of Directors 董事姓名 | Board meeting 董事會會議 | Executive Committee meeting 行政委員會會議 | Audit Committee meeting 審核委員會會議 | Remuneration Committee meeting 薪酬委員會會議 | Nomination Committee meeting 提名委員會會議 | Risk Management Committee meeting 風險管理委員會會議 | Annual general meeting 股東週年大會 |
|---|------------------------|--|------------------------------------|---|---|--|----------------------------------|
| Executive Directors | | | | | | | |
| 執行董事 | | | | | | | |
| Dr KWOK Siu Ming 郭少明博士 | 3/3 | 4/4 | 3/3 ^(b) | 1/1 ^(b) | 2/2 ^(b) | 3/3 | 1/1 |
| Dr KWOK LAW Kwai Chun Eleanor 郭羅桂珍博士 | 3/3 | 3/4 | 3/3 ^(b) | 1/1 | 2/2 | 1/3 | 1/1 |
| Mr LOOK Guy 陸楷先生 | 3/3 | 3/4 | 3/3 ^(b) | N/A 不適用 | N/A 不適用 | 2/3 | 1/1 |
| NEDs | | | | | | | |
| 非執行董事 | | | | | | | |
| Ms LEE Yun Chun Marie-christine 利蘊珍小姐 | 3/3 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 |
| INEDs | | | | | | | |
| 獨立非執行董事 | | | | | | | |
| Professor CHAN Yuk Shee 陳玉樹教授 | 3/3 | N/A 不適用 | 3/3 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 |
| Dr LEUNG Kwok Fai Thomas 梁國輝博士 | 3/3 | N/A 不適用 | 3/3 | 1/1 | 2/2 | N/A 不適用 | 1/1 |
| Ms TAM Wai Chu Maria 譚惠珠小姐 | 3/3 | N/A 不適用 | 3/3 | 1/1 | 2/2 | N/A 不適用 | 1/1 |
| Ms KI Man Fung Leonie 紀文鳳小姐 | 3/3 | N/A 不適用 | 3/3 | 1/1 | N/A 不適用 | N/A 不適用 | 1/1 |
| Mr TAN Wee Seng 陳偉成先生 | 3/3 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 |
| Total No. of Meetings Held 已舉行的會議總數 | 3 | 4 | 3 | 1 | 2 | 3 | 1 |
| Average Attendance Rate^(c) 平均出席率 | 100% | 83.3% | 100% | 100% | 100% | 66.7% | 100% |

Corporate Governance

企業管治

DIRECTORS' ATTENDANCE AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND AGM (CONTINUED)

Notes:

- (a) The figure after the slash is the number of meetings which the Director was required or invited to attend during the period under review.
- (b) Attended as an invitee only.
- (c) Exclude the attendance of those participants who attended as invitees.

TWO-WAY COMMUNICATION BETWEEN DIRECTORS AND SHAREHOLDERS

During the period under review, Director of Corporate Communications and Investor Relations was invited to report to the Board, so that the voices and opinions of our shareholders and the investment public can be brought into the board room for consideration and discussion. Please refer to the Investor Relations Report on page 80 of this Interim Report for details of our communications with shareholders.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has a code regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all of them have confirmed that they have complied with this policy throughout the reporting period. The Company also has a similar code for certain relevant employees ("Employees' Model Code") who, because of their office or employment, are likely to be in possession of unpublished inside information in relation to the Company or its shares. During the period under review, to reduce the workload of the two executive Directors, the Employees' Model Code was revised so that the Company Secretary of the Company was designated as an additional authorized person to sign and deliver acknowledgements to relevant employees to deal in the securities of the Company within the time limit.

董事會會議、董事委員會會議及股東週年大會的董事出席記錄(續)

附註：

- (a) 斜線後的數字為該董事於回顧期間須出席的會議次數。
- (b) 以受邀者身份出席。
- (c) 不包括以受邀者身份出席的該等與會人士的出席率。

董事與股東的雙向溝通

於回顧期間，企業傳訊及投資者關係總監獲邀向董事會匯報，使股東及公眾投資者的發言及意見可向董事會反映，以供董事會考慮及討論。有關本公司與股東溝通的詳情，請參閱本中期報告第80頁的投資者關係報告。

董事證券交易

本公司已採納有關證券交易的守則，有關條款並不遜於標準守則所載列的規定標準。經向全體董事作出特定查詢後，彼等均已確認彼等於整個報告期間已遵守本政策。本公司亦已就因職務或工作而可能擁有與本公司或其股份有關的未經公佈內幕消息的若干有關僱員採納一套類似的守則（「僱員標準守則」）。於回顧期間，為減低兩名執行董事的工作量，本公司已修訂僱員標準守則。因此，本公司的公司秘書獲指派為額外獲授權人士，負責簽署及交付確認書予相關僱員，讓彼等於限定時間內買賣本公司證券。

CHANGES IN DIRECTORS' PARTICULARS SUBSEQUENT TO THE ANNUAL REPORT

Pursuant to Rule 13.51B(1) of the Listing Rules, the following changes are disclosed:

Professor CHAN Yuk Shee, an independent non-executive director of the Company, retired as the President of the Lingnan University of Hong Kong.

Ms TAM Wai Chu Maria, an independent non-executive director of the Company, has been appointed as an independent non-executive director of Macau Legend Development Limited, whose shares are listed on the Hong Kong Stock Exchange, on 5 June 2013.

Furthermore, Mr TAN Wee Seng, an independent non-executive director of the Company, ceased to be an Independent Director of 7 Days Group Holdings Limited whose shares are listed on the New York Stock Exchange.

During the period under review, there has been no change to the basis of determining directors' emoluments, and to the level of directors' fees for NEDs and INEDs as set out on pages 120 to 121 of the Annual Report. The basic salaries of executive Directors have also remained unchanged during the period.

2013 ANNUAL GENERAL MEETING

The 2013 AGM of the Company was successfully held on 22 August 2013. The Chairman and all the chairpersons of the Board committees attended the AGM. The poll results were published in an announcement immediately after the meeting. In the AGM, shareholders approved the adoption of 莎莎國際控股有限公司 as the formal Chinese name of the Company. The Company had been using the Chinese Name as its name's Chinese translation. The adoption of such a Chinese Name allows the Company to formalize its use with the express statutory recognition and permission under the laws in the Cayman Islands.

年報後的董事詳情變動

根據上市規則第13.51B(1)條，下列變動須予披露：

本公司獨立非執行董事陳玉樹教授已退任香港嶺南大學校長。

本公司獨立非執行董事譚惠珠小姐於2013年6月5日獲委任為澳門勵駿創建有限公司（其股份於香港聯交所上市）之獨立非執行董事。

此外，本公司獨立非執行董事陳偉成先生辭任7天連鎖酒店集團（7 Days Group Holdings Limited，其股份於紐約證券交易所上市）之獨立董事。

於回顧期間，釐定董事薪酬的基準以及年報第120至121頁所載的非執行董事及獨立非執行董事的董事袍金水平概無變動。期內，執行董事的基本薪金亦維持不變。

2013年股東週年大會

本公司的2013年股東週年大會已於2013年8月22日順利舉行。主席及所有董事委員會主席均已出席股東週年大會。投票結果已刊載於緊隨大會後發出的公告內。於股東週年大會上，股東已批准採納莎莎國際控股有限公司為本公司的正式中文名稱。本公司一直採用該中文名稱為其中文譯名。採納該中文名稱使本公司可根據開曼群島法律獲得明確的法定認可及許可。

Corporate Governance

企業管治

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is accountable for overseeing the Group's risk management and internal control systems, while the management and other personnel are responsible for implementing and maintaining a robust system of internal controls that covers governance, compliance, risk management, financial as well as operational controls to safeguard the Group's assets and stakeholders' interests. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, and not absolute assurance of the following:

- compliance with applicable laws, regulations, policies, procedures and contracts
- effectiveness of risk management process
- reliability and integrity of financial reporting
- effectiveness and efficiency of operations
- prevention and detection of fraud and irregularities

GOVERNANCE, RISK AND CONTROL FRAMEWORK

The Group has enforced ethical business practice and demonstrated commitment to effective governance, setting the tone for internal controls. A whistle blowing system is in place which facilitates and encourages reporting in good faith of any suspected improprieties without fear of reprisal. In addition, conflict of interest policy and gifts and entertainment policy are installed in providing employees with proper guidelines and a reporting mechanism for declaration.

The Board has delegated to the Executive Committee the responsibility to design, operate and monitor a suitable system of internal controls for identifying and evaluating the risks and probable exposures faced by the Group. The Executive Committee is accountable to the Board for providing assurance on managing and monitoring the system of internal controls.

To inculcate and promote ethical and risk aware culture throughout the Group, induction training sessions on key corporate policies, risk management and internal controls are provided to new employees.

風險管理及內部監控

董事會負責監察本集團的風險管理及內部監控制度，而管理層及其他職員則負責實施及維持穩健的內部監控制度，該制度涵蓋管治、合規、風險管理、財務及經營監控，以保障本集團資產及持份者權益。該制度旨在管理而非消除阻礙實現業務目標的風險，並僅可就下列各項提供合理但非絕對保證：

- 遵守適用法律、法規、政策、程序及合約
- 風險管理程序的有效性
- 財務匯報的可靠性及真實性
- 營運成效及效率
- 防範及偵察欺詐及違規事項

管治、風險及監控框架

本集團已踐行其商業道德操守並致力於高效管治，此乃內部監控的基調。本集團已制訂一套舉報機制，以促進及鼓勵員工誠實舉報任何涉嫌不當的行為，而不必害怕被報復。此外，本集團已制訂利益衝突政策和接受饋贈政策，向僱員提供適當指引及申報機制。

董事會委派行政委員會負責設計、運行及監察合適的內部監控制度，以識別及評估本集團面臨的風險及可能面臨的風險。行政委員會負責就管理及監察內部監控制度向董事會提供保證。

為於整個集團內加強及推廣道德及風險意識文化，本集團會向新聘任僱員提供有關主要企業政策、風險管理及內部監控的入職培訓。

RISK MANAGEMENT FRAMEWORK

The Group's Enterprise Risk Management ("ERM") framework provides a systematic approach to risk management process, which is embedded in the system of internal controls as an integral part of corporate governance. The ERM framework helps sustain business success, creates value for stakeholders and supports the Board in discharging its corporate governance responsibilities by proactively identifying, addressing and managing key risks within the Group. The ERM framework is aligned with the Committee of the Sponsoring Organizations of the Treadway Commission (COSO) Internal Controls Integrated Framework in which line management take direct risk management responsibilities and report to the Risk Management Committee ("RMC") as risk owners.

Details of the ERM System and process were set out in the Enterprise Risk Management Report on pages 140 to 144 of the Company's FY 2012/13 Annual Report.

QUALITY MANAGEMENT SYSTEM

The Group has refined and formalized retail and e-commerce operational policies, procedures and working instructions, benchmarked against the International Organization for Standardization ("ISO") based Quality Management System ("QMS") to standardize workflows and documentation. QMS enhances operation effectiveness, efficiency and control processes in achieving business goals and to enable scalability in accommodating business growth and mitigating operation risks.

During the six months ended 30 September 2013, Sa Sa dot Com Limited adopted QMS and duly received ISO 9001: 2008 certification for the provision of e-commerce services for cosmetic products. An external independent ISO certification organization will carry out QMS audit to ensure its effectiveness, efficiency and conformity. Management review meetings are regularly held to evaluate the ISO implementation progress.

風險管理框架

本集團的企業風險管理框架為風險管理提供系統化程序，而有關程序內嵌於內部監控制度，是企業管治不可分割的一部份。企業風險管理框架透過積極識別、應對及管理本集團內的主要風險來保持業務成功，為持份者創造價值及協助董事會履行其企業管治責任。企業風險管理框架符合Committee of the Sponsoring Organizations of the Treadway Commission (COSO)的內部監控綜合框架(Internal Control Integrated Framework)，在企業風險管理框架下，部門管理人員作為風險負責人須直接承擔風險管理責任並向風險管理委員會匯報。

有關企業風險管理制度及程序的詳情載於本公司2012/13財政年度的年報第140頁至第144頁的企業風險管理報告內。

優質管理制度

本集團已完善及制定了符合國際標準化組織(ISO)的優質管理制度標準內有關零售及電子商貿的營運政策、程序及工作指示，以標準化工作流程及文件處理。質量管理制度提升經營成效、效率及監控程序以達致業務目標，並在實現業務增長及減低營運風險的同時可發揮規模擴展能力。

截至2013年9月30日止的6個月，Sa Sa dot Com Limited就提供有關化妝品的電子商貿服務，採納優質管理制度並已正式取得ISO 9001:2008認證。一家外間的獨立ISO認證機構將會進行優質管理制度的審核，以確保其有效性、效率及遵守程度。本集團定期舉行管理層審閱會議以評估ISO實施程序。

Corporate Governance

企業管治

INTERNAL AUDIT FUNCTION

The Internal Audit and Management Services Department (“IAMS Department”) is an independent function that reports directly to the Audit Committee on a quarterly basis and the Director of Internal Audit and Management Services has direct access to the Chairman of the Audit Committee.

The IAMS Department has unrestricted access to reviewing all aspects of the Group’s activities, risk management, control and corporate governance processes and assists the Board to independently assess the effectiveness of the internal control systems and risk management process and to seek continuous improvement. The Internal Audit Charter, approved by the Audit Committee and adopted by the Board, is available on the Company’s website.

INTERNAL AUDIT ACTIVITIES

The IAMS Department adopts a risk-based approach, assesses potential fraud risk exposure, in establishing the annual audit plan which aligns its activities to the key risks across the Group’s business. The Audit Committee reviews and approves the annual audit plan and all major subsequent changes made. Significant risk areas and fraud indicators are further assessed during individual engagement to evaluate control effectiveness and mitigation measures taken by management in fraud deterrence.

All findings and recommendations on internal control deficiencies for each audit assignment are communicated to management. The IAMS Department works with the management to establish remedial plans to correct internal control deficiencies within a reasonable time period. Post-audit reviews are also scheduled and performed on a quarterly basis to monitor those agreed action plans and to ensure that corrective measures of previously identified internal control deficiencies have been implemented as intended and on a timely basis. Significant deficiencies of individual engagement are reported to and reviewed by the Audit Committee. The IAMS Department employs continuous assurance on selected key control processes to ascertain the adequacy and effectiveness of management’s monitoring function on a much regular basis to maintain effective control environment. This further strengthens internal control system effectiveness and enhances audit efficiency to address internal control deficiencies and fraud exposures.

內部審核職能

內部審核及管理服務部門（「內審部」）是一個獨立職能，每季直接向審核委員會匯報，而內審部總監可與審核委員會主席直接聯繫。

內審部可不受限制地審閱本集團的活動、風險管理、監控及企業管治過程等各方面的資料，協助董事會獨立評核內部監控制度及風險管理程序的成效，以尋求持續改善。獲審核委員會批准及由董事會採納的內部審核章程，已存放於公司網站以供查閱。

內部審核

內審部採納以風險為基礎的方法，在制定年度審核計劃時評估潛在的欺詐風險，使集團各項活動與集團業務所涉及的主要風險匹配。審核委員會審閱及批准年度審核計劃及隨後作出之所有重大修改。重大風險範疇及欺詐指標會在個別審核項目中經進一步評估，以評核監控成效及管理層為防止欺詐行為所採取的緩解措施。

關於各審核工作所得出有關內部監控不足的一切調查結果及建議，均與管理層詳細討論。內審部與管理層合作制訂改善計劃，務求於合理時間內改善內部監控的不足，亦已安排每季度進行審核後的檢討工作，以監督協定之行動計劃，確保已就早前識別的內部監控不足按計劃適時展開改善措施。個別審核項目的重大不足會向審核委員會匯報及由其審閱。內審部持續保證所挑選的主要監控程序行之有效，更定期地確保管理層的監控職能足夠及有效，以維持有效的監控環境。此舉進一步加強內部監控制度的成效及提升審核效率，以解決內部監控不足及欺詐風險。

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROL EFFECTIVENESS

Through the Audit Committee, the Board has conducted reviews of the effectiveness of the Group's internal control system for the six months ended 30 September 2013, covering all material financial, operational and compliance controls, fraud indicators and risk management process, and considered the Group's internal control system effective and adequate. There were no suspected material irregularities found or significant areas of concern identified during the period that might affect Shareholders.

審閱風險管理及內部監控的成效

截至2013年9月30日止的6個月，董事會透過審核委員會檢討本集團內部監控制度的成效，其涵蓋所有重大財務、經營及合規監控、欺詐指標以及風險管理程序，並認為本集團內部監控制度有效及完善。於本期內，並無發現可能對股東造成影響的涉嫌重大違規情況或重大關注事項。

Investor Relations

投資者關係

The Group is committed to fostering productive and long-term relationships with shareholders, individuals and institutions, (collectively named as “Shareholders”), and the investment community at large, through effective two-way communication channels.

Sa Sa’s communication strategy is to ensure that information about and from Sa Sa is delivered on a timely and transparent basis. We strive to be responsive to the enquiries of the investment community by being easily accessible and responding in a timely manner. We endeavour to ensure that all information published is factual and presented in a clear and balanced manner, disclosing both positive and negative information objectively, so that the investment community can make informed investment decisions.

Through multiple platforms, we communicate with the investment community to allow them to understand our business and strategies, to brief them on the latest company updates available to the public and to share our views on the outlook. As part of our investor relations function, we recognise that communication has to be conducted in both directions and so to this end, we also collect feedback from investors and analysts for the attention of executive management and the Board of Directors. This also helps to formulate our investor relations plan and improve our investor relations practices on an on-going basis.

The investor relations function is highly supported by our Executive Directors, Director of Corporate Communications and Investor Relations and designated representatives. They interact regularly with the market in a variety of ways in order to facilitate a two-way communication between the Company, Shareholders and the investment community. Discussion topics cover historical financial information, operational data, our corporate strategies, industry update and the outlook of the Company as long as they are not considered as material non-public information.

We made frequent contact with over 500 analysts, fund managers and investors during the first half of the fiscal year through various platforms including annual general meetings, results briefings, investor meetings, investor conferences, roadshows (both domestic and international), company visits, teleconference and emails. Proactive discussions were conducted to facilitate two-way communications and enable investors to have a better understanding of the Group’s strategies and businesses.

集團致力透過有效雙向溝通渠道，與個人及機構股東（統稱「股東」）及整體投資界建立良好而長遠的關係。

莎莎的溝通策略是要確保有關及來自莎莎的資料可及時透明地發佈。集團致力透過便捷的溝通途徑，對投資界的查詢作出及時回應。集團會盡力確保所公佈的全部資料均為真實無誤並清晰平衡地呈列，客觀披露正面及負面資料，使投資界可於知情的情況下作出投資決定。

集團透過多個平台與投資界溝通，讓他們瞭解集團的業務和策略，向他們闡述公司向公眾披露的最新資料，及分享集團對未來發展的看法。集團認為，作為投資者關係職能的一部份，溝通必須雙向進行。為達此目的，集團亦收集投資者及分析員的反饋意見，並將該等意見反映給管理層及董事會。此舉有助制訂集團的投資者關係計劃，及有助持續改善集團的投資者關係實務常規。

執行董事、企業傳訊及投資者關係總監以及指定代表全面配合投資者關係活動。彼等定期通過多種途徑與市場互動，促進公司與股東及投資界之間的雙向溝通。討論議題涵蓋公司過往財務資料、營運數據、公司策略、行業發展及公司前景，只要這些資料並非重大非公開資料。

通過股東週年大會、業績發佈會、投資者會議、投資者研討會、路演（包括本地及海外）、公司會面、電話會議及電郵諮詢等各種平台，我們於本財政年度上半年內已與逾500位分析員、基金經理及投資者作頻密交流。集團亦透過積極討論促進雙向溝通，使投資者對集團的策略及業務有更深入理解。

Investor Relations

投資者關係

During the first half of the fiscal year, the Group also sought opportunities to communicate strategies to investors and the public through proactive participation in 5 major conferences and 9 non-deal roadshows (same period of last year: 6 conferences and 10 non-deal roadshows) across 8 cities in Asia and Europe (same period of last year: 9 cities) as follows:

於本財政年度上半年，集團亦積極參與於香港及亞洲和歐洲地區8個城市（去年同期：9個城市）舉行的5個主要投資者研討會及9個非交易路演（去年同期：6個主要投資者研討會及10個非交易路演），藉此機會向投資者及公眾講解公司策略，有關詳情如下：

| FY 2013/14 2013/14財政年度 | Event 活動 | Organiser 主辦機構 | Location 地點 | |
|--|--|---|--------------------------------|------------------------------------|
| Q1 第一季 | Post-results non-deal roadshow 業績後非交易路演 | Barclays 巴克萊 | Europe (London) 歐洲（倫敦） | |
| | Post-results non-deal roadshow 業績後非交易路演 | Barclays 巴克萊 | Europe (Frankfurt) 歐洲（法蘭克福） | |
| | Post-results non-deal roadshow 業績後非交易路演 | Barclays 巴克萊 | Europe (Paris) 歐洲（巴黎） | |
| | Consumer Forum 消費企業論壇 | Daiwa 大華 | Hong Kong 香港 | |
| | Pulse of Asia Conference 亞洲脈搏研討會 | DBS Vickers 星展唯高達 | Hong Kong 香港 | |
| | Post-results non-deal roadshow 業績後非交易路演 | Citi 花旗 | Hong Kong 香港 | |
| | Post-results non-deal roadshow 業績後非交易路演 | Barclays 巴克萊 | Hong Kong 香港 | |
| | Post-results non-deal roadshow 業績後非交易路演 | HSBC 滙豐 | Singapore 新加坡 | |
| | Q2 第二季 | HK/China Access Day 香港及中國企業推介日 | Mirae Asset 未來資產 | Hong Kong 香港 |
| | | Post-results non-deal roadshow 業績後非交易路演 | First Shanghai 第一上海 | China (Shenzhen) 中國（深圳） |
| | | Annual Consumer & Gaming Conference 年度消費及博彩企業研討會 | Barclays 巴克萊 | Hong Kong 香港 |
| | | China Investor Forum 中國投資論壇 | Nomura 野村 | China (Shanghai) 中國（上海） |
| | | Post-results non-deal roadshow 業績後非交易路演 | DBS Vickers 星展唯高達 | United States (New York) 美國（紐約） |
| Post-results non-deal roadshow 業績後非交易路演 | | BOCOM 交銀國際 | Hong Kong 香港 | |

Investor Relations

投資者關係

AWARDS AND RECOGNITION

Sa Sa always persists in upholding investor relations and corporate governance standard. Our commitment to best-practice governance standards and transparent reporting has been granted recognitions by the following regional and international accolades:

- Hang Seng Corporate Sustainability Benchmark Index constituent member
- Forbes Asia Asia's 200 Best Under a Billion 2013
- FinanceAsia Asia's Best Companies Poll 2013
 - The 3rd in Best Mid-Cap in Hong Kong
 - The 8th in Best Investor Relations in Hong Kong
- Institutional Investors Magazine All-Asia Executive Ranking 2013
 - The 3rd in Asia's Best CFO – Consumer Sector (Nominated by the Sell Side) (Mr. Guy Look, CFO & Executive Director)
- Finet and Tencent Top 100 Hong Kong Listed Companies Ranking 2013
 - Top 10 Return on Equity stocks
- 2013 HKMA Best Annual Reports Awards
 - Citation for Corporate Governance Disclosure
- International ARC Awards 2013 (The Group's 2011/12 Annual Report)
 - Silver Award in the category of Retail – Illustrations
 - Silver Award in the category of Fragrances and Beauty Aids
 - Cover Photo/Design
 - Honors Award in the category of International Retail – Traditional Annual Report
 - Honors Award in the category of International Retail – Interior Design

獎項及榮譽

莎莎一直堅持維護高水平的投資者關係及企業管治。集團致力履行最佳企業管治標準及具透明度申報的承諾，獲得以下地區性及國際榮譽的肯定：

- 恒生可持續發展企業基準指數成份股
- 2013年《亞洲福布斯》雜誌亞洲中小企業二百強
- 2013年《FinanceAsia》雜誌「亞洲最佳管理公司」選舉
 - 香港最佳中型公司第3名
 - 香港最佳投資者關係第8名
- 2013年《機構投資者》雜誌亞洲區公司管理團隊排名
 - 亞洲區最佳財務總監第三名 – 消費行業（由賣方提名）（集團首席財務總監兼執行董事陸楷先生）
- 2013年財華社與騰訊網「港股100強」評選
 - 股本回報率十強
- 2013年香港管理專業協會最佳年報比賽 – 優秀企業管治資料披露獎
- 2013年《國際ARC大獎》（集團2011/12年度年報）
 - 零售專業組別：圖示銀獎
 - 香水及美容產品組別：封面圖像/設計銀獎
 - 國際性零售專業組別：傳統年報優異獎
 - 國際性零售專業組別：內頁設計優異獎

LISTING AND STOCK CODES

上市及股份代號

| Ordinary Shares 普通股 | |
|--|---------------|
| The Stock Exchange of Hong Kong 香港聯合交易所有限公司 | 178 |
| Bloomberg 彭博 | 178 HK Equity |
| Reuters 路透社 | 0.178.HK |
| ADR Level 1 Programme 美國預託證券 Level 1 Programme | SAXJY |
| Stock Information 股份資料 | |
| Board lot (Shares) 每手 (股) | 2,000 |
| Nominal value per share (HK\$) 每股面值 (港元) | HK\$0.1 |
| Financial year end 財政年度年結 | 31 March |
| Number of ordinary shares issued as at 30 September 2013 於2013年9月30日已發行普通股股數 | 2,832,264,728 |
| Share price as at 30 September 2013 (HK\$) 於2013年9月30日股價 (港元) | HK\$8.75 |
| Market capitalisation as at 30 September 2013 (HK\$M Approximately) 於2013年9月30日市值 (約百萬港元) | HK\$24,800 |
| Public float as at 30 September 2013 (Approximately) 於2013年9月30日公眾持股量 (約) | 34.9% |

Glossary

詞彙

| | | | |
|---|--|-----------------------|---|
| AGM(s) | Annual general meetings of the Company | 股東週年大會 | 本公司之股東週年大會 |
| Annual Report | 2012/13 Annual Report of the Company issued in July 2013 | 年報 | 本公司於2013年7月刊發的2012/13年報 |
| Board | Board of directors of the Company | 董事會 | 本公司之董事會 |
| CEO | Chief Executive Officer of the Company | 行政總裁 | 本公司之行政總裁 |
| CFO | Chief Financial Officer of the Company | 首席財務總監 | 本公司之首席財務總監 |
| CG Code | Corporate Governance Code and Corporate Governance Report, Appendix 14 of the Listing Rules | 管治守則 | 上市規則附錄14之《企業管治守則》及《企業管治報告》 |
| Code Provision(s) | Code Provisions in the CG Code | 守則條文 | 管治守則中之守則條文 |
| Company, Sasa, Sa Sa, Sa Sa Group, we, us | Sa Sa International Holdings Limited, and, except where the context indicates otherwise, its subsidiaries | 本公司、莎莎、莎莎集團、本集團、我們 | 莎莎國際控股有限公司及其附屬公司(除本文另有所指外) |
| Corporate Communication(s) | Any document issued or to be issued by the Company for the information or action of holders of any securities of the Company, including but not limited to annual and interim report, notice of meeting, listing document, circular and proxy form | 公司通訊 | 由本公司發出或將予發出以供本公司任何證券持有人參照或採取行動的任何文件，其中包括但不限於年報和中期報告、會議通告、上市文件、通函及代表委任表格 |
| Director(s) | Director(s) of the Company, including all executive, non-executive and independent non-executive directors | 董事 | 本公司之董事(包括所有執行、非執行及獨立非執行董事) |
| ERM | Enterprise Risk Management | 企業風險管理 | 企業風險管理 |
| HKExnews website | http://www.hkexnews.hk | 披露易網站 | http://www.hkexnews.hk |
| Hong Kong, HK or HKSAR | The Hong Kong Special Administrative Region of the People's Republic of China | 香港 | 中華人民共和國香港特別行政區 |
| INED(s) | Independent Non-executive Director(s) of the Company | 獨立非執行董事 | 本公司之獨立非執行董事 |
| Listing Rules | Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited | 上市規則 | 《香港聯合交易所有限公司證券上市規則》 |
| Macau | The Macau Special Administrative Region of the People's Republic of China | 澳門 | 中華人民共和國澳門特別行政區 |
| Mainland, Mainland China | The People's Republic of China excluding Hong Kong, Macau and Taiwan | 大陸、中國大陸 | 中華人民共和國(香港、澳門及台灣除外) |
| Model Code | Model Code for Securities Transactions by Directors of Listed Issuers, Appendix 10 of the Listing Rules | 標準守則 | 上市規則附錄10之《上市公司董事進行證券交易的標準守則》 |
| NED(s) | Non-executive Director(s) of the Company | 非執行董事 | 本公司之非執行董事 |
| PRC | The People's Republic of China | 中國 | 中華人民共和國 |
| PwC, auditor, external auditor or independent auditor | PricewaterhouseCoopers | 羅兵咸永道、核數師、外聘核數師或獨立核數師 | 羅兵咸永道會計師事務所 |
| SFO | Securities and Futures Ordinance, Cap.571 | 證券條例 | 《證券及期貨條例》(第571章) |
| Share(s) | Share(s) of the Company | 股份 | 本公司之股份 |
| Shareholder(s) | Shareholder(s) of the Company | 股東 | 本公司之股東 |
| Stock Exchange | The Stock Exchange of Hong Kong Limited | 聯交所 | 香港聯合交易所有限公司 |
| The Company's website | http://corp.sasa.com | 本公司網站 | http://corp.sasa.com |



This 2013/14 Interim Report is available in both printed and electronic forms. Shareholders who wish to change the choice of means of receipt or language of the Corporate Communications received from the Company in future, may request to do so by completing and returning the Change Request Form (which may be downloaded from the Company's website) by post or by hand to Tricor Abacus Limited ("Tricor"), the Company's branch share registrar and transfer office in Hong Kong. Tricor's address is at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong.

The Interim Report and other Corporate Communications are now available on the Company's website at <http://corp.sasa.com> and the HKExnews website at <http://www.hkexnews.hk>. If Shareholders have difficulty in accessing the same through the above means for any reason, the Company will promptly upon receiving the Change Request Form send the printed version of the requested document to the Shareholders free of charge.

As an environment-conscious corporate citizen, the Company encourages Shareholders to access the Corporate Communications via the Company's or HKExnews website. The Company's website presents a user-friendly interface in English and Chinese, and all Corporate Communications are easily accessible in the "Investor Relations" section following their releases.

本2013/14年中期報告備有印刷版及電子版。假如股東欲更改日後收到之公司通訊的收取方式或語言版本，均可向本公司作出有關要求。股東可填妥變更申請表格（可於本公司網站下載）並郵寄或親身交回本公司之香港股份登記及過戶分處卓佳雅柏勤有限公司（「卓佳」），卓佳之地址為香港皇后大道東28號金鐘匯中心26樓。

本中期報告及其他公司通訊現已登載於本公司網站(<http://corp.sasa.com>)及披露易網站(<http://www.hkexnews.hk>)。若股東因任何原因以致在透過上述途徑閱覽本中期報告上出現困難，本公司將於接到股東之變更申請表格後，盡快向股東免費發送本中期報告的印刷本。

作為一間嚮應環保的企業，本公司鼓勵股東於本公司或披露易網站閱覽公司通訊。本公司網站使用簡便，備有英文及中文版本，所有公司通訊均可於其公佈後在本公司網站「投資者關係」一欄閱覽。





Sa Sa
making life beautiful

Sa Sa International Holdings Limited

莎莎國際控股有限公司

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Tel 電話: (852) 2889 2331 Fax 傳真: (852) 2898 9717

Website 網址: corp.sasa.com www.sasa.com

Shares of Sa Sa International Holdings Limited are traded on

The Stock Exchange of Hong Kong Limited

莎莎國際控股有限公司股份於香港聯合交易所有限公司買賣

Stock Code 股份代號 : 178

