

Saisai

Cosmetics

莎莎國際控股有限公司
SA SA INTERNATIONAL HOLDINGS LIMITED

annual report 2001

beauty & health



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TUNG CHUNG STORE



The **new**
customer-driven
store design
enhances the shopping
experience - to give
Sa Sa a more distinctive
market position.

beauty & health



Sa Sa International Holdings Limited is a leading provider of beauty and health products and services in Asia. Listed on the Hong Kong Stock Exchange in 1997 (SEHK:178), the Sa Sa Group employs over 1,700 staff in seven markets across the region. Its vision is to become the dominant provider of "beauty + health" products and services in Asia.

Established in 1978, Sa Sa has grown from a 40 sq. ft. retail space to become today's regional 'beauty + health' enterprise. Its legendary brand strength in Asia is built on innovative cosmetics retailing at competitive prices in one-stop stores filled with top international brands.

Sa Sa has differentiated itself through the creation of an integrated 'beauty + health' platform, in three distinct business sectors:

Retail Business. In 56 **Sa Sa stores** across Asia, the Group sells over 600 brands, covering 20,000 cosmetics, fragrances, skin care and hair products including private labels and products with exclusive distribution rights. In Hong Kong, **La Colline Specialty Stores** offer customers premium tailored beauty products and services. In China, the **Sa Sa Ebeca** joint venture gives the Group's house brands access to a national network of 140 retail counters.

Beauty Service. Through **Phillip Wain**, the Group runs a chain of seven up-market beauty and health ladies' clubs in Asia, providing beauty treatments, fitness and spa services to its exclusive members.

E-business. The **sasa.com** website, in Chinese, English and Korean, is the Group's e-commerce arm, reaching international markets and providing marketing support for both online and offline sales.

莎莎國際控股有限公司是亞洲居領導地位的美容健康產品服務供應商之一。莎莎於1997年在香港交易所上市(股份編號:178)，在亞洲區七個市場共僱用逾1,700名員工。莎莎集團的目標是要成為亞洲區內首要的「美容 + 健康」產品服務供應商。

於1978年成立的莎莎，已從當初面積只有40平方呎的零售柜位發展成為現時業務覆蓋亞洲的「美容 + 健康」企業。莎莎在亞洲享負盛名的品牌實力，主要是因為其創新的化粧品零售技巧，包括以極具競爭力的定價，通過一站式分店銷售種類繁多的國際名牌產品。

透過旗下三項不同的業務，莎莎正向全面「美容 + 健康」業務方向發展，奠定了其獨特的市場地位。三項主要業務分別為：

零售業務 — 集團56間**莎莎化粧品零售店**，分佈亞洲各地，銷售逾600個品牌超過20,000項產品；除各種化妝品、香水、護膚和頭髮護理用品外，還包括集團專有品牌和獨家代理的名牌產品。莎莎在香港設立的**La Colline專門店**則為顧客提供高檔的美容產品及服務。集團在中國的合營企業**莎莎依貝佳**，其遍及全國的140個零售專櫃為集團的獨家品牌產品提供國內的銷售渠道。

美容服務 — 集團透過附屬公司**菲力偉**在亞洲經營7家高級女士健美中心，為會員提供美容護理、健體及水療按摩護理服務。

電子商務 — 集團建立了一個同時備有中文、英文及韓文版本的網站**sasa.com**，開展電子商務。這網站不僅是集團接觸國際市場的渠道，也是集團於網上及店舖推廣產品的有效市場推廣工具。

MILESTONES
大事回顧

YEAR
2000



Sep 00
九月

The acquisition of a majority stake in **Phillip Wain** provides the Sa Sa Group with a strong platform to develop a comprehensive 'beauty + health' business.

莎莎集團通過收購行動成為**菲力偉女子健美中心**大股東，為全面發展「美容 + 健康」業務奠定穩固基礎。



Oct 00
十月

With its chain of **La Colline Specialty Stores**, the Group can now offer customers premium, tailored beauty services, while demonstrating its diverse brand-management capabilities.

設立**La Colline**專門店，為顧客提供高檔美容產品及服務，充分表現莎莎集團另一層面的品牌管理實力。



Dec 00
十二月

Now providing 24-hour access to Sa Sa products, **sasa.com** offers the Group exciting new e-business opportunities.

Sasa.com讓顧客可隨時在網上選購莎莎產品，為集團開拓電子商貿業務。



MILESTONES
大事回顧



YEAR

2001

Dec 00
十二月

Our commitment to provide an enjoyable shopping experience for our customers is the driving force behind **Sa Sa's new-look stores**.
莎莎店舖的新設計，主要是使顧客更輕鬆自在購物，體現了莎莎一貫「以客為先」的經營理念。

Sa Sa's first exclusive health supplement marks our strategic diversification into the lucrative **health food** market.

莎莎首次取得**健康食品**的獨家代理權，邁進潛力優厚的健康食品市場，亦進一步實踐其多元化發展策略。

A new joint venture in the PRC, **Sa Sa Ebeca**, provides the Group with immediate access to a retail network of 140 counters across China for its house brand products.

集團在中國內地成立合營企業**莎莎依貝佳**，其在中國各地的一百四十個零售專櫃，即時為莎莎的獨家品牌提供了銷售渠道。

The Launch of our **Korean language Site** strengthens our penetration of the Korean market, which has one of the highest e-shopping rates in Asia.

莎莎推出**韓文版網站**，進一步開拓享有亞洲最高網上購物率之一的韓國市場。

Mar 01
三月

Jun 01
六月

Jul 01
七月

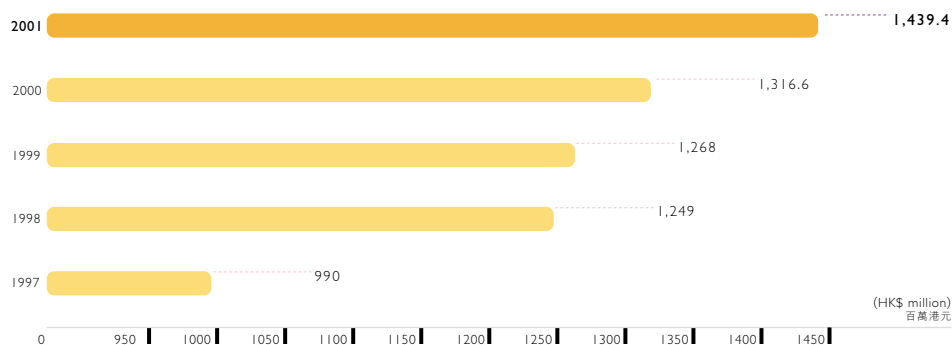


FINANCIAL AND OPERATIONS HIGHLIGHTS

財務及業務摘要

TURNOVER

營業額



FINANCIAL SUMMARY

財務撮要

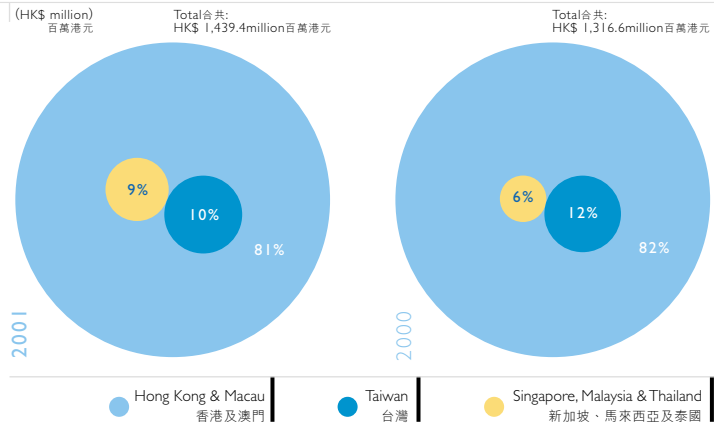
	2001	2000	Change in % 百分比變動
Turnover (HK\$ million) 營業額 (百萬港元)	1,439.4	1,316.6	9.3%
Profit attributable to shareholders (HK \$million) 股東應佔溢利(百萬港元)	75.2	73.5	2%
EBITDA before store closure costs (HK\$ million) 未計利息支出、稅項、折舊、攤銷及店舖關閉費用之收益 (百萬港元)	148.4	118.1	26%
Earnings per share (cents) 每股盈利 (仙)	5.6	5.4	4%
Dividends per share (cents) 每股股息 (仙)	5.0	5.0	0%
Return on equity 股本回報率	8.4%	6.9%	22%
Return on assets employed 資產回報率	15.8%	15.0%	5%

FINANCIAL AND OPERATIONS HIGHLIGHTS

財務及業務摘要

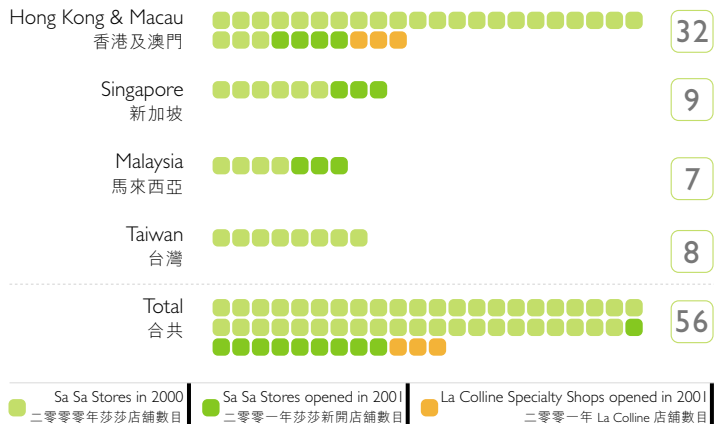
TURNOVER BY REGIONS

營業額按地區比例



NUMBER OF SA SA STORES BY REGIONS

莎莎門市數目按地區劃分



FINANCIAL CALENDAR

財務年表

18 Dec/00	Interim results announcement 公佈中期業績
10 Jan/00	Interim dividend paid 中期股息派發日期
30 Jul/01	Full Year Results announcement 公佈全年業績
30 Aug/01	Annual General Meeting 股東週年大會
5 Sep/01	Final Dividend Payable 末期股息派發日期

CORPORATE INFORMATION 公司資料

BOARD OF DIRECTOR

Executive Directors

Mr. KWOK, Siu Ming, Simon

Mrs. KWOK, Law Kwai Chun, Eleanor

Mr. KING, Roger

Mr. CHEN, Chou Fan, Edward

- service contract expired on 31st March 2001

Independent Non-executive Directors

Professor CHAN, Yuk Shee

Mr. CHENG, Ming Fun, Paul JP

Mr. COULL, Gary William John

Mrs. LEE, Look Ngan Kwan, Christina

Dr. LEUNG, Kwok Fai, Thomas

COMPANY SECRETARY

Mr. TSE, Ping Shing, FHKSA

HEAD OFFICE

14th Floor, Block B, MP Industrial Centre

18 Ka Yip Street

Chai Wan

Hong Kong

REGISTERED OFFICE

Ugland House

South Church Street

George Town

P.O. Box 309, Grand Cayman

Cayman Islands

British West Indies

董事會成員

執行董事

郭少明先生

郭羅桂珍女士

金樂琦先生

陳肇藩先生

- 服務合約已於二零零一年三月三十一日屆滿

獨立非執行董事

陳玉樹教授

鄭明訓先生 JP

顧家利先生

利陸雁群女士

梁國輝博士

公司秘書

謝炳盛先生 FHKSA

總辦事處

香港

柴灣

嘉業街18號

明報工業中心B座14樓

註冊辦事處

Ugland House

South Church Street

George Town

P.O. Box 309, Grand Cayman

Cayman Islands

British West Indies





AUDITORS

PricewaterhouseCoopers
Certified Public Accountants

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Butterfield International (Cayman) Ltd.
Butterfield House
68, Fort Street
George Town
Grand Cayman
Cayman Islands
British West Indies

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Abacus Share Registrars Limited
2401, Prince's Building
Central
Hong Kong

PRINCIPAL BANKERS

Citibank N.A.
Standard Chartered Bank

WEBSITE

<http://www.sasa.com>

核數師

羅兵咸永道會計師事務所
執業會計師

主要股份過戶及登記處

Bank of Butterfield International (Cayman) Ltd.
Butterfield House
68, Fort Street
George Town
Grand Cayman
Cayman Islands
British West Indies

香港股份過戶及登記處

雅柏勤證券登記有限公司
香港
中環
太子大廈2401室

主要往來銀行

萬國寶通銀行
渣打銀行

網站

<http://www.sasa.com>



BRINGING BEAUTY CLOSER

By leveraging Sa Sa's distinct brand position, sasa.com's site traffic is now steadily increasing and we are confident of the site's long-term potential in the new 'Internet economy'.



Simon Kwok Chairman
郭少明 主席



growth

It has been a challenging and exciting year of growth here at Sa Sa. Despite the major impact that economic slowdown in the US economy has had for retail in Asia, we have increased both our turnover and profit. Moreover we have reached several significant milestones on our journey to become Asia's dominant provider of 'beauty + health' products and services. We expect these strategic investments to mature and add value as the Group continues to grow.

In this last fiscal year, growth has meant strategic diversification, as the Group develops its presence and reaches across complementary markets. In addition to our mass-market Sa Sa Stores, we have now successfully developed the premier-retail La Colline Specialty Stores. Our entry into health food products has also proven a success, with further health supplements and health foods planned for the future. Likewise, the comprehensive beauty and health services afforded by our acquisition

對莎莎而言，過去一年雖然充滿挑戰，但我們的業務仍取得令人振奮的發展。縱使美國經濟放緩對亞洲零售行業影響重大，集團的營業額及利潤仍錄得增長。此外，我們亦積極擴展，進一步邁向成為亞洲「美容+健康」產品及服務業的翹楚地位。隨著集團持續成長，我們預期此等策略性投資將趨向成熟，並為集團帶來增值效益。

回顧過去的財政年度，集團落實業務多元化的發展策略，致力擴大業務覆蓋範圍，開發具互惠作用的市場。除了原有服務廣大群眾市場的莎莎零售店外，莎莎現已成功開展高級品牌La Colline專門店。我們開發健康食品市場亦卓有成果，並計劃進一步發展健康食品業務。集團並透過收購行動成為菲力偉國際大股東，提供全面的美容與健美服務，昂然進軍高檔健美中心市場。菲力偉在美容服務方面的經驗及專才，有助莎莎部署未來發展大眾化的美容院業務。



Color Combos



CHAIRMAN'S MESSAGE 主席獻辭

of a majority stake in Phillip Wain takes us into the heart of the premier beauty club market, and allows us to explore opportunities for future development of mass-market beauty salons.

We can all be proud of Sa Sa's transformation, in just 20 years, from a discount retail store into a dynamic and comprehensive brand name that addresses modern society's needs for integrated 'beauty + health' care. By leveraging the synergies between each of our new business initiatives and emphasising Sa Sa's own core business objectives, we will continue to create a strong and vital brand in a market which is increasingly conscious of the 'beauty + health' philosophy.

Naturally, in all our endeavours, the needs and wants of our customers come first. I am delighted that Sa Sa has become a trusted brand name synonymous with value and quality. The growth of Sa Sa into a regional group has also delivered enhanced value for customers, not just in our home base of Hong Kong, but in every country in which we operate.

Our entry into the Mainland Chinese cosmetics market, through our joint venture with Ebeca, is a momentous growth step for the Group and heralds the beginning of an important new development cycle. The PRC is an evolving market with huge potential and is certain to be our key focus in the coming years. In response to this evident potential, it is our firm intention to open the first dedicated Sa Sa store in the PRC within the next two years.

In the meantime, we are exploring other expansion opportunities.

For instance, we expect the recent establishment of a Korean-language version of sasa.com to lead to growth in our online sales in Korea.



莎莎的成長和發展令我們深感驕傲。在僅僅約二十年間，莎莎由一家小型折扣零售店，發展成為充滿活力、產品服務多元化的亞洲企業集團，滿足現代社會對「美容+健康」全面護理的需要。我們將充分發揮每項新業務的協同效應，專注莎莎核心業務的發展目標，使莎莎在日益講求美麗和健康的市場上，繼續成為舉足輕重的品牌。

我們一貫以顧客為先。今天莎莎已是一個令人信賴的品牌，是物有所值和質量保證的象徵。莎莎的業務現已覆蓋亞洲，這不單提昇對香港本地顧客的服務，也為區內其他市場的顧客提供更佳的服務。

莎莎透過與依貝佳成立合營企業，進軍中國大陸化妝品市場，成為集團拓展業務成長的重要一步，標誌著集團邁向嶄新的發展里程。中國大陸是潛質優厚的新興市場，它肯定會成為我們未來主要的發展重心。集團現已計劃在未來兩年內，在國內開設首間莎莎零售店。

與此同時，我們亦不斷尋求其他擴展商機。例如，我們新近推出的韓文版sasa.com網站，相信便有助集團在韓國網上零售方面作進一步發展。



CHAIRMAN'S MESSAGE 主席獻辭

We also continue to place great emphasis on our online presence, confident that the long-term potential of e-business is very large indeed.

As Asian markets continue their embrace of e-commerce channels, Sa Sa will be at the cutting-edge.

The Group's achievements this year, through the consistent hard work of all our people, demonstrate our determination to enhance both shareholder value and our service to customers. In the year ahead, you can be confident that we will continue to build on our strengths and invest prudently to deliver still more success for all our stakeholders.

Kwok Siu Ming, Simon

Chairman

“How does Sa Sa manage to sell quality products at such competitive prices?”

Sa Sa applies its global sourcing and purchasing capabilities to getting the best value products, buying in bulk to increase its bargaining power. A further factor is our excellent long-term relationships with vendors. While we pride ourselves on our ability to offer generous discounts, we also take exceptional care to ensure that everything we sell is genuine and in tip-top condition.

Q&A



集團對電子商務長遠發展潛力及未來龐大的商機充滿信心，故將繼續積極發展網上業務。隨著亞洲市場逐漸接受電子商貿渠道，莎莎將盡佔早著先機之利。

在全體員工堅持不懈的努力下，集團於年度內取得重大的發展，充分顯示我們致力為股東提供更佳回報及為顧客提昇服務的決心。展望未來，我們將繼續發揮所長並審慎投資，為股東爭取更佳的業績。

郭少明

主席

莎莎為什麼能以這樣相宜的價錢，出售優質的產品？

莎莎憑著環球採購專長，得以精選最物有所值的產品，並透過大量購貨而提高議價能力；而我們與供應商亦保持長期良好關係也是箇中關鍵。我們的優勢不僅是為顧客提供豐厚的折扣優惠，更竭盡所能確保所售的商品皆是正貨，品質上乘。



SHI
ALFRED SUNG

With its single-brand chain of
La Colline **specialty stores**, the
Group can now offer customers premium,
tailored beauty services, while
demonstrating its diverse brand-
management capabilities.

TIMELESS BEAUTY



diversification



FINAL RESULTS

Sa Sa's performance in the fiscal year 2001 was encouraging given an adverse retailing environment in the region. Total turnover increased by 9.3%, to reach HK\$1,439.4 million, for the year ended 31 March 2001. The Group's pre-tax operating profit before store closure costs which are considered exceptional in the fiscal year 2000, increased 24.4% to HK\$98.5 million.



in Hong Kong, including three La Colline specialty stores, and six new stores in overseas locations. Sasa.com, the Group's Internet arm, was also launched in December 2000.

On 31 August 2000, the Group successfully acquired a majority share in Asia's leading health and beauty club operator, Phillip Wain International. The Group's results in the fiscal year under review include seven months of contributions from this subsidiary. The Group also expanded its retail network during this year, with seven new stores opened

CYBER COLORS



全年業績

在區內零售經營困難的環境下，莎莎二零零一年財政年度的業績實在令人鼓舞。截至二零零一年三月三十一日止之年度內，集團的總營業額為港幣十四億三千九百四十萬元，較去年增加百分之九點三。集團未計入特殊項目店舖關閉費用之稅前經營溢利增加百分之二十四點四，達至港幣九千八百五十萬元。

二零零零年八月三十一日，集團成功收購亞洲美容及健美中心翹楚菲力偉國際（「菲力偉」）大多數股權，因此集團年度業績亦包括此附屬公司七個月的營業收益。期內，集團進一步擴展旗下零售網絡，在香港開設七間新零售店，當中包括三間La Colline專門店。此外，集團亦增設了六間海外新店。集團並於二零零零年十二月推出sasa.com，開展集團網上零售業務。

CEO'S REVIEW 行政總裁報告

Highlights of results for the year ended 31 March 2001 include:

- Group turnover rose 9.3% to HK\$1,439.4 million
- Pre-tax operating profit before store closure costs showed an impressive 24.4% advance from last year to HK\$98.5 million
- Pre-tax profit after store closure rose 8% to HK\$85 million
- EBITDA before store closure costs increased to HK\$148.4 million from the previous year's HK\$118.1 million, a growth of 26%
- Profit attributable to shareholders increased 2% to HK\$75.2 million
- The Group's cash position stood at HK\$593 million, with no long-term debt
- Earnings per share increased 4% to HK\$5.6 cents
- Volume of transactions for Sa Sa's retail business increased by 4.7%
- The number of Sa Sa retail outlets increased from 43 to 56, as at the end of March 2001.

截至二零零一年三月三十一日止財政年度之業績摘要：

- 集團營業額上升百分之九點三，達至港幣十四億三千九百四十萬元。
- 未計入店舖關閉費用之稅前經營溢利顯著上升，達至港幣九千八百五十萬元，比去年增加百分之二十四點四。
- 已扣除店舖關閉費用的稅前溢利上升百分之八，達至港幣八千五百萬元。
- 未扣除利息支出、稅項、折舊、攤銷及店舖關閉費用之收益由去年的港幣一億一千八百一十萬元增至港幣一億四千八百四十萬元，增幅為百分之二十六。
- 股東應佔溢利上升百分之二，達至港幣七千五百二十萬元。
- 集團持有現金港幣五億九千三百萬元，並無長期債務。
- 集團每股盈利上升百分之四，達至港幣五點六仙。
- 莎莎零售業務之總交易宗數較去年同期上升百分之四點七。
- 於二零零一年三月底，莎莎零售店增至五十六間。去年同期店舖數目為四十三間。



PRIVATE LABELS AND EXCLUSIVELY DISTRIBUTED PRODUCTS

Sa Sa's private-label merchandise has been repackaged and new products introduced to strengthen our market position. Also, the Group has acquired exclusive distribution rights of more international brands including the fragrances from *Montana*, *Pierre Balmain*, *Alfred Sung*, *Lancetti*, and *Michael by Jordan*. Over 5,000 bottles of the popular *Montana Blu* were immediately sold out when it launched in December 2000 in Asia.

Tailored marketing and promotional campaigns successfully increased sales of our house brands.

During the year under review, private-label products and products with exclusive distribution rights contributed significantly to the Group's total gross profit. Sales of house-brand products increased by 16% to account for approximately 26% of sales for the retail business, up from 23% in 2000.

“What are Sa Sa's main strengths?”

We have built a great brand that everyone knows, and we have an unmatched range of products. Our relationships with our vendors are excellent, our sales professionals give quality service, and we have a long-established network of more than 50 retail outlets in prime Asian locations, as well as a retail presence across 40 cities in the burgeoning Mainland China market.

We have a clear business focus on “beauty + health”, supported by well thought-out corporate strategies, including an attractive online presence. A robust balance sheet and a strong management team are adding fresh new dynamics to this remarkable company.

專有品牌及獨家分銷產品

為加強市場地位，莎莎專有品牌商品換上新裝璜，並推出多項新產品。集團更取得眾多國際名牌產品的獨家分銷權，其中網羅的香水品牌便有 *Montana*、*Pierre Balmain*、*Alfred Sung*、*Lancetti* 及 *Michael by Jordan* 等顯赫名字。二零零零年十二月，集團在亞洲區首度推出 *Montana Blu* 香水，市場反應非常熱烈，逾五千瓶瞬即售罄。

集團為獨家品牌開展的各項市務推廣及宣傳計劃，均成效卓著，使產品的銷量增加不少。

於年度內，專有品牌及獨家分銷產品銷售，提升了集團的毛利總額。這些獨家品牌產品的銷售額比去年上升了百分之十六而佔零售業務銷售總額之比率，則由二零零零年錄得的百分之二十三增至百分之二十六。



莎莎的優勢在哪裡？

我們的品牌家喻戶曉，產品種類之多無出其右。我們與各地供應商享有良好的合作關係，專業售貨員服務出色；我們擁有龐大的亞洲區銷售網絡，在亞洲各主要地區設有逾五十間零售店，並於中國大陸四十個城市設有零售網絡，掌握當地市場蓬勃發展。

我們具有明確的「美容及健康」業務方向，周全的企業策略，更有卓越的電子商務作支持。加上穩健的財務表現及經驗豐富的管理層，我們相信莎莎未來定可更上一層樓。





HEALTH PRODUCTS

Exclusive distribution rights for “Yuerong Beauty Preserver”

In response to popular and growing concern over holistic physical health and inner beauty, the Group has moved into the health-food market and plans to significantly expand its operations in this area in the years ahead. An important milestone in this initiative was the securing of exclusive distribution rights for a Chinese herbal health supplement, Yuerong Beauty

Preserver, in March 2001.

Formerly used in the Chinese imperial court, Yuerong Beauty Preserver has been tailored to the needs of today's modern-living health-conscious citizens.

This very successful launch sets the scene for the Group's further expansion into this exciting and profitable growth market. With a view to positioning ourselves as the pre-eminent 'beauty + health' products and services provider, Sa Sa is currently negotiating exclusive distribution with manufacturers of other health supplements and foods.

健康產品

獨家分銷「悅容養顏」

隨著社會大眾對全面健康及美容觀念的日益關注和普及，集團亦開始進軍健康食品市場，並計劃在未來數年在有關業務上大展拳腳。集團於二零零一年三月成功取得中藥健康食品「悅容養顏」之獨家分銷權，為集團拓展健康食品業務邁開重要的一步。

原為中國宮廷御用滋補養顏妙方的「悅容養顏」，經精心改良，以照顧對講究健康的現代都市人各方面的需要。

這款健康食品的成功推出，為集團進一步發展蓬勃的健康食品市場奠下基石。我們正積極與其他健康食品生產商接洽，希望取得更多獨家分銷權，積極向整全的「美容+健康」業務方向進發。





RETAIL BUSINESS

The business environment in Asia continues to be challenging, with regional economies recovering very slowly, particularly in Hong Kong and Taiwan. This has seriously impacted retailing, including the cosmetics retail market. Consumption sentiment is still low, with a widespread price-consciousness dictating their spending habits and decisions. In Hong Kong, the recent introduction of the Mandatory Provident Fund scheme exerted further pressure on consumption sentiment.

Despite this, retail turnover increased by 2.4%, to HK\$1,348.8 million. Excluding store closure costs, the contribution of the retail business to the Group's operating profit amounted to HK\$93 million, an increase of 17.8% over last year. It is encouraging that the Group's performance improved even in such a difficult environment.



In Taiwan, economic uncertainty, a high unemployment rate, and prevailing political instability have inevitably eroded reported results. The performance in Taiwan suffered and the closure of five under-

performing stores resulted exceptional expenses of HK\$13 million.

零售業務

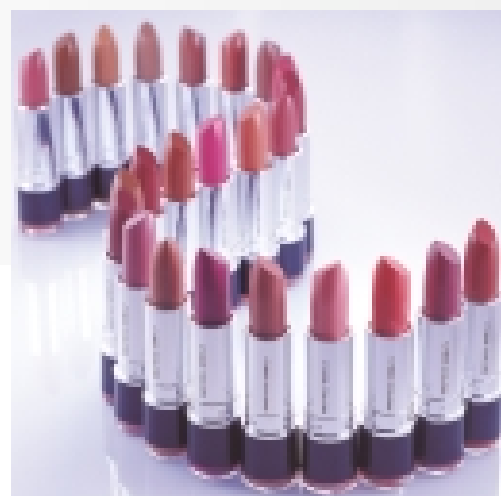
亞洲區的經營環境

依然挑戰重重，經濟復甦更是非常緩

慢，其中尤以香港及台灣為甚。零售業包括化妝品零售市場受到嚴重影響。由於消費意欲仍然低沉，廣大消費者消費習慣和行動普遍量價而行。香港最近推行強制性公積金計劃，對大眾的消費意欲亦有一定影響。

儘管如此，集團零售業務營業額仍錄得百分之二點四的升幅，達至港幣十三億四千八百八十萬元。未計店舖關閉費用，集團零售業務的經營利潤比去年上升百分之十七點八，達港幣九千三百萬元。集團業績能在惡劣環境中逆流而上，實在令人鼓舞。

在台灣，由於經濟前景不明朗，失業率高企，政治氣候持續不穩，集團當地業務表現無可避免受到拖累。台灣業務因此大受影響；五間業績欠佳的分店結業，造成港幣一千三百萬元的特殊開支。



CYBER COLORS



Nevertheless, the total number of transactions increased by 4.7% over the previous year, although average sales per transaction recorded a slight decrease due to poor consumption sentiment.

Sa Sa Stores Adapt and Grow

Sa Sa unveiled a new look for its retail stores, including 'self-service' open shelves throughout the store, allowing customers to touch and feel all merchandise, with a bright and simple interior design. In-store beauty consultants are available to provide customer service when required. The new customer-driven store design has helped give Sa Sa a more distinctive position in the market, and has richly enhanced customers' shopping experience.

Our new-concept store in Tung Chung, Hong Kong, has also introduced a self-service make-up corner with free cosmetics for testing and a free skin-analysis corner, to explore this new service concept.

然而，然而莎莎的總交易宗數比去年增加百分之四點七，惟礙於消費意欲薄弱，平均每宗交易的銷售額則輕微下調。

莎莎零售店 新裝新體驗

莎莎為化粧品零售店鋪換上嶄新形象，其中包括在店內設置全開放式「自助」陳列架，讓顧客能接觸和親身感受每一種貨品。室內設計簡潔明亮，而駐店美容顧問則隨時給予顧客所需的服務。全新「以客為先」的店鋪設計，使莎莎加強市場地位，並使顧客購物更輕鬆舒適。

我們在香港東涌開設的新概念店鋪更設有自助化妝間，提供免費試用化粧品服務，亦設有免費皮膚分析服務，為未來新顧客服務概念作準備。



La Colline Delivers a Premium Retail Experience for High-Value Customers

In response to customers' increasing demand for personalised and tailored services, the La Colline Specialty Stores are an important addition to the Sa Sa family. Since October 2000, Sa Sa has opened three dedicated La Colline stores in Hong Kong. These single-brand stores now offer discerning customers the prestigious range of La Colline beauty products and treatments. The success of the new La Colline Specialty Stores also provides an excellent platform to showcase Sa Sa's capabilities in focused, premium brand management, thus increasing the Group's prospects for developing similar partnerships and ventures in the future.

Around the Region

Hong Kong and Macau

In the year under review, turnover in Hong Kong and Macau, the Group's largest market, rose by 2.5 per cent to HK\$1,110.7 million. This single-digit growth was set against a weakening global economy, continued stock market fluctuations and consumer confidence that has been eroded by the depressed property market. Seven new stores, including three La Colline Specialty Stores were opened during the year under review. As of 31 March 2001, the total number of outlets in Hong Kong and Macau was 32.



La Colline專門店 形象顯氣派

隨著顧客對個人化的服務需求日益殷切，集團加添了La Colline專門店以迎合顧客的需要。自二零零零年十月至今，莎莎已在香港開設了三間La Colline專門店。以鮮明獨立品牌形象出現的La Colline專門店除提供本身品牌系列的美容產品外，並附設美容護理服務，以滿足高要求的顧客。全新La Colline專門店亦充分展示莎莎經營高檔品牌的實力，為集團未來找尋合作夥伴拓展同類的專門店奠下良好基礎。

各區業務

香港及澳門

於年度內，集團的最大市場香港及澳門的營業額錄得百分之二點五的增長，達至港幣十一億一千零七十萬元。縱使全球經濟持續放緩、金融市場表現波動、地產市道疲弱及種種不利情況下使消費者信心受挫，但集團仍能錄得單位數字的增長。另外，集團於年度內共開設七間新店，包括三間La Colline專門店。截至二零零一年三月三十一日，集團在香港及澳門共有三十二間分店。

Remarkable increases in sales of private-label and exclusive-distribution products were posted, largely as a consequence of strong marketing initiatives.

Taiwan

Like most retailers in Taiwan, Sa Sa has suffered, as a consequence of the Island's severely dampened retail market. An unsettled political and economic situation, as well as a high unemployment rate, has resulted in poor consumer sentiment during the year:

Our turnover from Taiwan for the period decreased by 5.3%. The closure of five Sa Sa shops in this fiscal year resulted from a strategic reduction in the number of under-performing stores. Nevertheless Sa Sa believes that Taiwan represents excellent long-term potential, and we continue to be committed to this market. By focusing on the profitable stores, we aim to break even

in the coming year. We will continue to monitor the situation and will act swiftly when the inevitable market upturn arrives.

Singapore and Malaysia

Both markets recorded strong growth in both turnover and profit. Turnover and profit in Singapore increased by 10.1% and 31.6% respectively. Three new retail outlets were opened, bringing the total number of outlets to nine at the end of March 2001.

Sales for the period in Malaysia rose 32.4%, and profit was doubled. Three new outlets were opened in Malaysia, creating a total of seven shops as of 31 March 2001.

過去一年，集團推行一連串成功的市場推廣計劃，令專有品牌及獨家分銷產品的營業額錄得顯著升幅。

台灣

如同大部分台灣零售商一樣，莎莎亦受當地低迷的零售市道大大影響。期內台灣政治及經濟形勢不明朗，失業率持續高企，當地消費意欲被大為削弱。

集團於年度內在台灣錄得的營業額下降百分之五點三。雖然莎莎推行精簡策略，關閉了五間表現未如理想的分店，但仍然相信台灣市場潛力優厚，並且會繼續發展該市場。集團將集中經營能帶來盈利的分店，且期望來年可達到收支平衡。我們將密切注視當地形勢發展，以圖在市場復甦當兒即能早著先機。

新加坡及馬來西亞

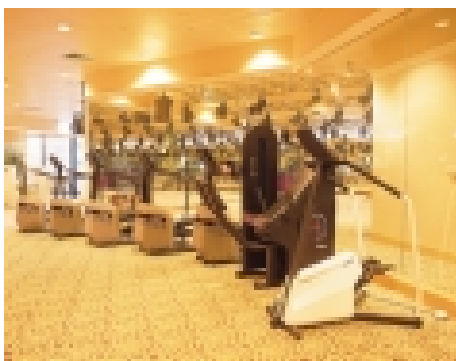
在新加坡及馬來西亞的業務上，莎莎無論在營業額及溢利方面均錄得強勁增長。新加坡業務的營業額及溢利，分別上升百分之十點一及百分之三十一點六。截至二零零一年三月底止，莎莎在新加坡共設有九間分店，包括於年度內新開設的三間新店。於年度內，馬來西亞的銷售額增加百分之三十二點

四，溢利更激增一倍，期間我們更開設了三間新店。截至二零零一年三月三十一日止，莎莎在馬來亞共有七間分店。



BEAUTY SERVICES

The Group became the major shareholder of Phillip Wain International on 30 August 2000 for a consideration of approximately HK\$110 million. The Group now has a 58.3% interest in Phillip Wain International. In seven months of the period under review, Phillip Wain contributed HK\$90.6 million to the Group's turnover.



Established in Hong Kong in 1977, Phillip Wain International now operates seven up-market beauty and health ladies' clubs in Hong Kong, Singapore, Malaysia

and Thailand. Named "The Health & Fitness Club of the Year" in November 2000 by leading regional health and fitness magazine, *Asiafit*, Phillip Wain currently employs approximately 500 professional staff and serves over 16,000 members.

Following the acquisition of Phillip Wain, the Group is building opportunities for future growth in the beauty and health club market. Three clubs were renovated and new facilities, equipment and services, including spa and Pilates Studio, were introduced. Marketing and promotional activities were intensified to boost awareness of these new services. These are intended to build a strong foundation for long-term growth.


Phillip Wain
HEALTH AND BEAUTY



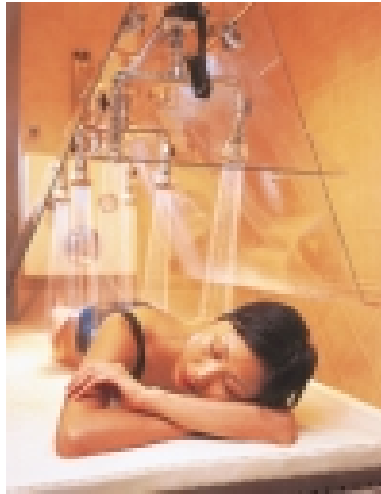
美容服務

集團於二零零零年八月三十日，以港幣約一億一十萬元收購菲力偉大多數股權，成為該公司的大股東，現時持有菲力偉百分之五十八點三股權。在計入年度內的七個月，菲力偉為集團總營業提供港幣九千零六十萬元的收益。

菲力偉於一九七七年在香港成立，現時在香港、新加坡、馬來西亞及泰國經營七間高級女子健美中心。二零零零年十一月，菲力偉獲亞洲區首屈一指的健體雜誌 *Asiafit* 選為「二千年最佳健美會所」。目前，菲力偉共僱用約五百名專業人員，為超過一萬六千名會員提供服務。



As well as cross-selling promotional campaigns, synergy was sought by leveraging Sa Sa's expertise in beauty products. For example, La Colline products and treatments were introduced to club members and were well received. However, as these initiatives were launched only in March 2001, their contribution to this year's profits is slight.



E-BUSINESS

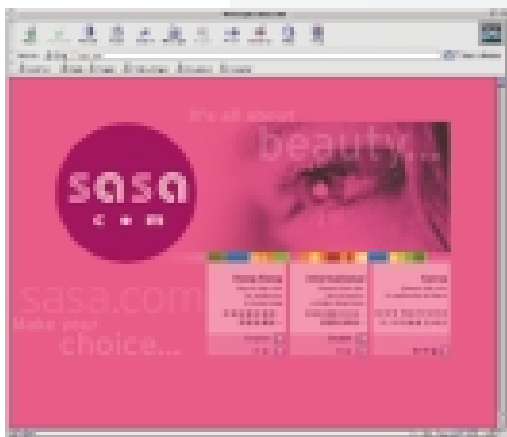
Employing a "clicks and mortar" strategy, the Group launched its e-commerce initiative - sasa.com - on 13 December 2000. The online presence aims to provide users with an additional channel to access Sa Sa's popular line of "beauty + health" products. The website, in Chinese, English, Korean, also serves as a powerful marketing tool to promote products both online and in Sa Sa retail shops. The ultimate goal for the Group's e-business is to become one of Asia's leading beauty and health e-commerce sites.

收購菲力偉後，集團已蓄勢待發，為發展美容及健美中心市場做好準備。期內三間健美中心經重新裝修，安裝了新設施和設備，為客戶提供嶄新的服務，包括水療按摩護理及Pilates運動室。市場推廣及宣傳活動亦隨之加強，務求令新服務更廣為人知。上述計劃旨為業務長遠增長奠定基礎。

莎莎並發揮本身對美容產品專業知識，與菲力偉推行聯合推廣計劃，發揮協同優勢。例如，我們向菲力偉會員推介La Colline產品及護理服務，並深受會員的歡迎。由於有關推廣計劃於二零零一年三月才推出，故此僅為本年度溢利帶來輕微貢獻。

電子商務

集團於二零零零年十二月十三日推出電子商務網站 sasa.com，貫徹「虛實兼備」的經營策略。集團建立網上業務，目的是為客戶提供額外渠道，選購莎莎的「美容+健康」產品。網站除設有中文、英文及韓文版外，也是個很有效的推廣媒介，幫助莎莎推廣網上及零售店產品。集團sasa.com的最終目標，是要成為亞洲居領導地位的美容及健康電子商務網站。

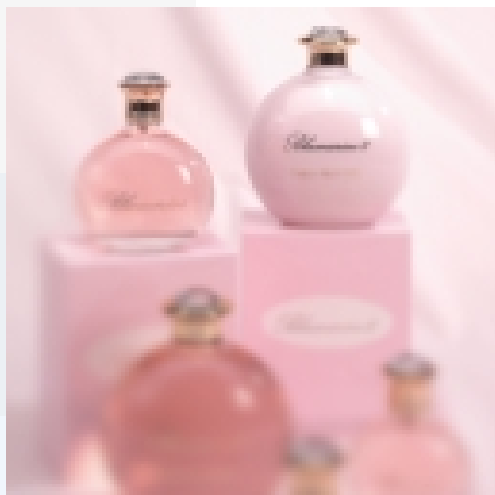


CEO'S REVIEW 行政總裁報告

The Group believes that the Internet offers a swift and capital-efficient means of entering new markets and extending services to overseas customers. Initial response has reinforced this belief, with around 50% of orders from overseas, led by Korea and the US. Orders have also been received from Australia, Europe and Africa. This was very exciting considering that not one single dollar had been spent on overseas advertising.

By leveraging Sa Sa's distinct brand position, particularly in Hong Kong, site traffic is now steadily increasing and we are confident of the site's long-term potential in the new 'Internet economy'.

The site is highly regarded by customers and media as informative, useful, user-friendly and providing excellent and speedy delivery service. In addition to increasing awareness of our products and corporate growth, sasa.com has also proven very successful in channelling additional traffic to our stores, especially in Hong Kong.



集團相信互聯網可提供快捷及符合資本效益的途徑，去開拓新市場及為海外顧客服務。市場對網站的初步反應印證了集團的想法，目前網上接獲的訂單近一半來自海外市場，其中韓國及美國均為主要市場，還有來自澳洲、歐洲及非洲的訂單。在集團未費分毫於海外宣傳推廣的情況下，如此成績實在令人鼓舞。

憑藉莎莎的知名度，尤其在香港建立的地位，網站瀏覽率一直穩步增長，令我們對網站在「新互聯網經濟」中的長遠發展潛力充滿信心。

莎莎網站獲得客戶和媒體一致好評，他們均讚賞網站資料豐富、實用、簡單易用及提供優質及快速的送貨服務。除有助提高對產品及集團發展的認識外，sasa.com亦成功令更多顧客光臨我們的店舖，尤以香港的成效最為顯著。



CUSTOMER SERVICE

The award of the "Quality Tourism Services" certificate to Sa Sa stores has been followed by the same recognition for the Group's La Colline Specialty Stores. This scheme, organised by the Hong Kong Tourism Board, honours tourism service providers judged to have achieved excellent quality in the areas of environment, products, processes, people and systems.



The Group has also participated in various external customer service monitoring schemes and introduced internal programmes to strengthen our service-oriented culture. We shall continue to uphold our tradition of excellence in customer service, looking particularly to provide extensive training for frontline staff in the area of product knowledge and service quality.

EMPLOYEES

At 31 March 2001, the Group had a total of 1,530 employees. Regular employee training programmes have enhanced customer service and management skills, and reinforce teamwork. Remuneration packages have been reviewed on a regular basis. Share options, as part of basic remuneration packages, have also been offered to key employees to strengthen loyalty to the Group.



顧客服務

莎莎的零售店及La Colline專門店相繼獲頒「優質旅遊業服務」證書。此項獎勵計劃由香港旅遊局主辦，旨在嘉許為旅遊業提供優質服務的企業，評核範圍包括環境、產品、工序、員工及制度。

集團亦參與外界多個不同的客戶服務監察計劃，對內則落實各種培訓計劃，加強服務至上的企業文化。我們將努力不懈，秉承一貫優質服務傳統，尤其注重為前線員工提供有關產品知識及服務質素的全面培訓。

員工

截至二零零一年三月三十一日止，集團共僱有一千五百三十名員工。我們定期為員工提供培訓，增強員工的顧客服務技巧、管理技能及團隊精神。此外，亦定期檢討員工薪酬及福利，主要員工除基本薪酬福利之外，更獲分配認股權，以增強員工對集團的忠誠度。



LIQUIDITY AND CAPITAL RESOURCES

The Group has maintained a strong financial position and is confident that it has sufficient funds to meet its daily business operation requirements as well as to finance future expansion. At 31 March 2001, net cash and bank balances were HK\$593 million and working capital was HK\$775.1 million. The current ratio was 4.29.

The Group's general banking facilities total approximately HK\$192 million. Bank facilities amounting to HK\$27.2 million were used in the year under review. Total debt increased to HK\$316.1 million from HK\$160.5 million in 2000. The overall debt to equity ratio is 0.35, up from 0.15 in 2000.

The assets of certain subsidiaries are pledged to secure general banking facilities, of which HK\$2.26 million has been utilised as at 31 March, 2001. No such pledge of assets was made by the Group in 2000.

At March 31, 2001, the Group had contingent liabilities of HK\$25.4 million, comprised of letters of credit issued, bank guarantees issued in lieu of deposits, and forward contracts committed.

During the year under review, the Group entered into foreign exchange forward contracts to reduce exposure to exchange rate fluctuations.

“What is Sa Sa's Internet strategy?”

Sasa.com, our online presence, was launched in December 2000, building on Sa Sa's existing strengths. For us, the Internet is an integral part of our business - we operate a “clicks and mortar” strategy. It is not just an additional sales channel but also a powerful marketing tool that can be used to promote products both online and in our retail stores.

Sasa.com is an innovative, user-friendly site offering a wide selection of well known and niche brands at competitive prices with unparalleled customer service. We are already successfully leveraging the Internet to extend Sa Sa's leading position in Asia.



流動現金及 資金來源



集團保持雄厚的財政實力，並深信持有的充裕的資金，可應付日常業務運作的需要，並足可支持未來的業務擴展。於二零零一年三月三十一日，集團持有之淨現金及銀行結餘為港幣五億九千三百萬元，營運資金為港幣七億七千五百一十萬元，流動比率為四點二九。

集團的一般銀行信貸總額約為港幣一億九千二百萬元。年度內已動用銀行信貸額為港幣二千七百二十萬元。集團總負債上升至港幣三億一千六百一十萬元，而去年為一億六千零五十萬元。整體資產負債比率為零點三五，而二零零零年則為零點一五。

集團轄下若干附屬公司提供資產作為銀行一般信貸額的抵押。於二零零一年三月三十一日，已使用有關之信貸額為港幣二百二十六萬。集團於二零零零年並沒有提供資產作信貸額之抵押。

於二零零一年三月三十一日，集團之或然負債為港幣二千五百四十萬元。或然負債包括銀行發出之信用證、各樣按金之銀行擔保及已承諾之期貨合約等。

年度內，集團簽訂了若干遠期外匯合約，以減低匯率波動的風險。

莎莎採取什麼互聯網策略？

在莎莎現有的業務優勢上建立的sasa.com已於二零零零年十二月推出。互聯網是莎莎業務不可或缺的一部分，以貫徹我們「虛實兼備」的經營策略。互聯網不僅為我們增添銷售渠道，更是有效的市場推廣工具，有助我們同時在網上及零售店內推銷貨品。

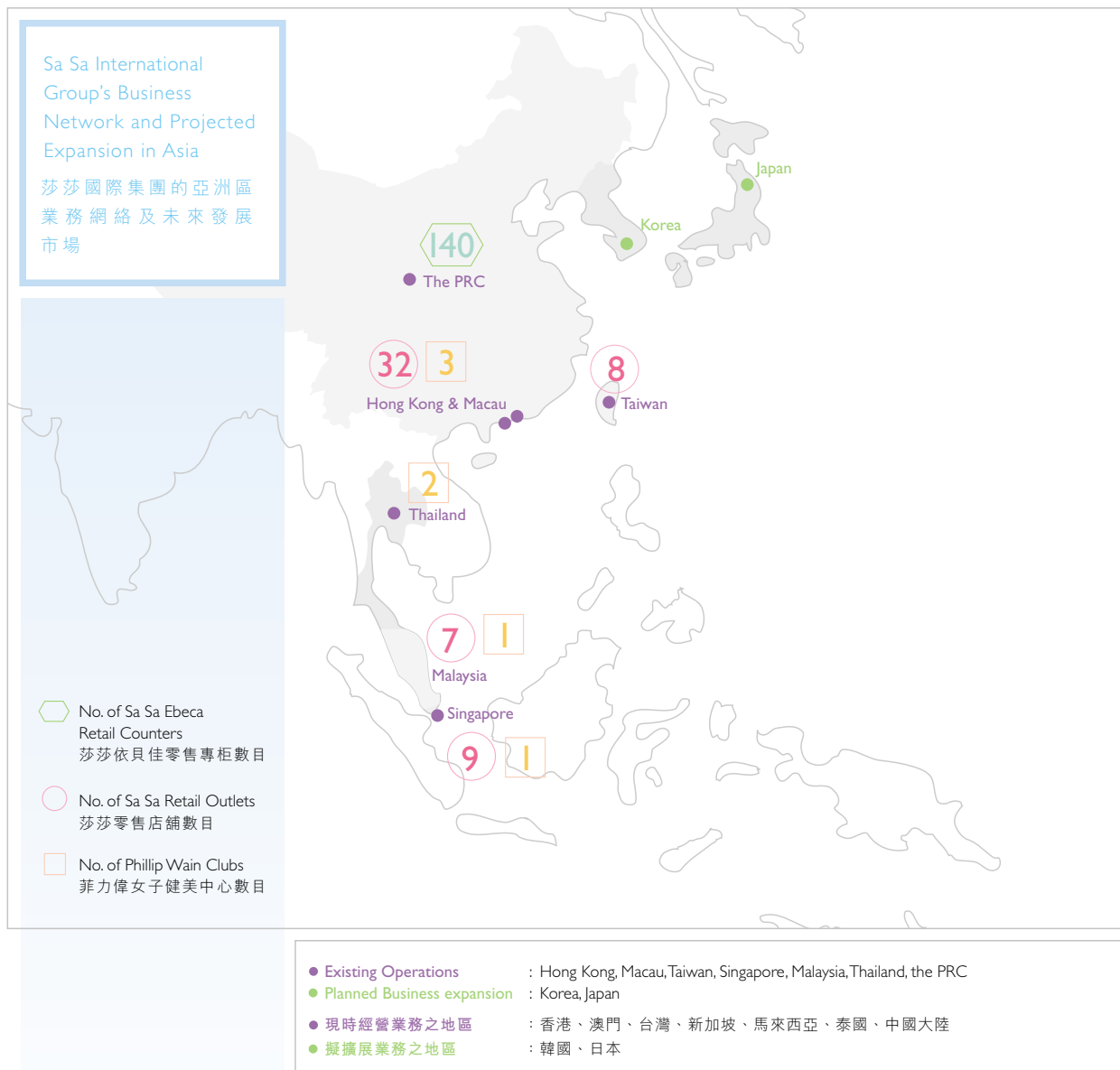
Sasa.com是個富有創意及方便易用的網站，以相宜的價錢為顧客提供一系列著名品牌及家喻戶曉的優質產品。透過互聯網渠道，莎莎已成功加強其在亞洲區的領導地位。

PROSPECTS

The Group is working closely with Phillip Wain to maximise synergy with a view to achieving accelerated growth. Two new clubs, in Kuala Lumpur and Singapore, will be opened later this year. Leveraging the expertise of Phillip Wain in beauty salons, the Group is looking into further expansion opportunities in this sector.

未來展望

集團現正與菲力偉緊密合作，以充分發揮協同效應，致力加速業務增長。兩間新健美中心將於年底在吉隆坡及新加坡投入服務。藉著菲力偉經營美容中心的專業知識，集團正研究在這方面，進一步擴展業務。





유명 화장품

The Group plans to enrich its “beauty + health” business through specialist partners whose expertise and experience in health foods and nutritional products can help Sa Sa take advantage of this high-potential market.

In July 2001, sasa.com launched its Korean language site to further penetrate this important new market of over 22 million Internet users— of which close to 50% are women and 60% made purchases online. Almost 60% of Internet households in Korea have a broadband connection. Korean government statistics indicated that online cosmetics sales for the first quarter of 2001 were US\$13.6 million. We also established cross-promotional alliances with various partners, including LG Capital, Korea’s largest domestic credit card issuer with over 9 million members, and the leading US-based e-tailer of Asian entertainment products, YesAsia.com. Sa Sa will continue its efforts create value value from its e-commerce operation under the Group’s “clicks and mortar” strategy.

集團將積極物色在健康食品及營養產品方面具專業知識及經驗的合作夥伴，以進一步擴展「美容+健康」的業務，協助莎莎發展這個潛力優厚的市場。

二零零一年七月，sasa.com推出韓文版網站，進一步拓展這個網上購物率很高的新市場。韓國現有超過二千二百萬互聯網用戶，其中近半數為女性及有六成用戶曾在網上購物。在韓國，上網的家庭有近六成使用寬頻接駁服務。根據韓國政府的統計資料，韓國二零零一年首季化妝品網上銷售額達一千三百六十萬美元。莎莎亦與多家企業組成合作夥伴，推出聯合推廣計劃，這些夥伴包括韓國最大本地信用卡發咭機構，擁有逾九百萬名會員的LG Capital，以及總部設於美國，穩踞市場領導地位的亞洲娛樂產品電子零售商YesAsia.com。莎

莎將繼續推動電子商務發展，發揮「虛實兼備」的策略以帶來很大的收益。



CEO'S REVIEW 行政總裁報告

Expansion into China with Sa Sa Ebeca

Sa Sa has moved into the rapidly developing PRC market by entering into a joint venture agreement with Shenzhen Ebeca Enterprise Company Limited ("Ebeca") to set up Shenzhen Sa Sa Ebeca Enterprise Limited ("Sa Sa Ebeca") on 1 July 2001. Sa Sa owns a 55% stake in Sa Sa Ebeca, at a consideration of approximately HK\$27.4 million, with the remaining 45% stake held by Ebeca. Sa Sa injected a further HK\$11 million and Ebeca HK\$9 million resulting in the new joint venture holding aggregate cash of HK\$20 million.



EBECA



成立莎莎依貝佳進軍中國

莎莎透過與深圳依貝佳實業有限公司（「依貝佳」），達成合營協議，於二零零一年七月一日成立深圳莎莎依貝佳實業有限公司（「莎莎依貝佳」），進軍發展迅速的中國內地市場。莎莎以港幣約二千七百四十萬元代價，取得莎莎依貝佳百分之五十五股權，其餘百分之四十五則由依貝佳持有。其後，莎莎及依貝佳將分別再注資港幣一千一百萬元及港幣九百萬元，為新合營公司提供總數達港幣二千萬元的現金。

What our customers say about us: 顧客來函

"Sasa.com is the best among the Hong Kong web sites. I have used other cosmetic sites but you are far better. Your Korean translation is great. I especially like the pictures you post with each product. I will be using this site frequently."

So-Yang Lee, Seoul, South Korea
Sasa.com customer

「Sasa.com是香港最好的網站之一，我曾經用過其他化妝品網站，但至今仍覺得你們的最好。網站內容的韓文翻譯很好，我特別喜歡你們每項產品都附有照片。我將會經常使用這網站。」

南韓漢城的So-Yang Lee
Sasa.com客戶

"Very nice! Excellent service and personal attention from your store employees."

Dr Theodore Clark, Associate Professor at HKUST, Hong Kong
Customer at Sa Sa Cosmetics Store

「很棒！你們店舖員工服務一流，對待顧客細心周到。」
香港科技大學副教授郭泰德博士
莎莎化粧品店舖顧客

"We received a very warm welcome at La Colline store. Your beauty consultant was very courteous and was knowledgeable about your products."

James Ng and family, Hong Kong
Customer at La Colline Store

「我們在La Colline專門店獲得很熱情的招待，你們的美容顧問態度誠懇，對產品的認識瞭如指掌。」

香港的James Ng及其家人
La Colline專門店顧客

CEO'S REVIEW 行政總裁報告

With the formation of the joint venture, Sa Sa gains immediate access to Ebeca's extensive sales and distribution network in the PRC, through which Sa Sa can introduce its own house-brand products to the PRC market. In the next two years, Sa Sa will increase the number of Sa Sa Ebeca sales counters from 140 to 200. Of these, 50 will be under direct management and the remainder operated under franchise agreements.

Ebeca also runs three beauty salons and a beautician-training centre. The existing salons will be upgraded and four new salons will also be opened, probably in Chengdu, Dalian, Shanghai and Guangzhou.

合營公司成立後，莎莎可透過依貝佳龐大的內地銷售及分銷網絡，將莎莎的獨家品牌產品引進內地市場。於未來兩年，集團將增加莎莎依貝佳的銷售櫃位數目，由原來的一百四十個增至二百個，其中五十個由公司直接管理，另外一百個則以特許經營方式營運。

莎莎依貝佳另外還經營三間美容院及一間美容師培訓中心。新合營公司將提升現有美容院的設備規模，並計劃在成都、大連、上海和廣州，增設四間新的美容院。

Sa Sa Ebeca's Existing Sales Network in the PRC

莎莎依貝佳現時在中國的銷售網絡

- over 40 cities in China
- over 140 sales counters located in major department stores and shopping arcades

Directly-managed sales counters in Beijing, Shanghai, Suzhou, Shenzhen, Guangzhou, Chengdu, Dalian.

- 覆蓋中國超過40個城市
- 逾140個銷售專櫃，分設於各大主要百貨公司及商場

直接管理的銷售專櫃：
北京、上海、蘇州、深圳、廣州、成都、大連



Others cities: Nanjing, Tianjin, Qingdao, Xiamen, Kunming, Xian, Nanning, Haerbin, Zhengzhou, Handan, Jilin, Changchun, Wulumuqi, Hangzhou, Fuzhou, Jinan, Wuhan, Wuxi, Hainan, Anshan, Shijiazhuang, Ningbo, Wenzhou, Shenyang, Chongqing, Daxian, Nanchong, Luzhou, Neijiang, Suining, Guangan, Tongjiang, Bazhong, Luoyang, Changsha, Datong, Nanchang, Guizhou.

其他經銷城市：南京、天津、青島、廈門、昆明、西安、南寧、哈爾濱、鄭州、邯鄲、吉林、長春、烏魯木齊、杭州、福州、濟南、武漢、無錫、海南、鞍山、石家莊、寧波、溫州、沈陽、重慶、達縣、南充、瀘州、內江、寧州、廣安、通江、巴中、洛陽、長沙、大同、南昌、貴州

CEO'S REVIEW 行政總裁報告

With the extensive PRC retail network that this new venture brings, Sa Sa is empowered to partner with internationally-renowned brands for exclusive distribution rights in the region. Moreover, the joint venture will provide Sa Sa with a better understanding of the PRC market and help us explore opportunities to set up dedicated Sa Sa stores in China in the near future. Looking ahead, the PRC offers excellent business opportunities, particularly as a result of China's accession to the World Trade Organization. The Group is committed, therefore, to focusing on PRC expansion in the years ahead.

新合營公司在中國內地的龐大零售網絡，將有助莎莎日後與國際知名品牌締結合作關係，爭取更多名牌產品在亞州區內的獨家分銷權。此外，莎莎亦可借助合營公司深入了解內地市場，探討未來在中國開設莎莎專門店的機會。放眼未來，內地提供了極佳的營商機會，尤其中國加入世界貿易組織之後更是商機無限。在未來的歲月裡，集團將集中力量拓展中國內地業務。



What our customers say about us:

顧客來函

"Sasa.com is great! And the customer service is very good and reliable. Sasa.com has a great selection, pictures of every product, accurate translation and very helpful customer service ... I am so happy!"

Yumi Choi, Ulsan, South Korea
Sasa.com customer

「Sasa.com 捧極了！客戶服務非常好，而且很可靠。Sasa.com 提供的產品種類齊全，每項產品均有圖片介紹，內容翻譯得很準確，而且客戶服務十分周到……令我開心極了！」

南韓釜山的 Yumi Choi
Sasa.com 客戶

"I am so glad that your company is now online. I've been waiting for this day for a long time. No longer will I have to purchase my favourite brands on my vacation to HK, now I can purchase online!"

Amy Lau, California, U.S.
Sasa.com customer

「真高興知道你們的公司已經上網，我等待這一天很久了，因為我再不需要來香港渡假才能買到我最愛的品牌，上網購買就行了！」

美國加州的 Amy Lau
Sasa.com 客戶

CEO'S REVIEW 行政總裁報告

Looking Ahead

Asian economies are still recovering very slowly and the retail sentiment may not fully turn around in the region in this year. However, with our industry expertise and experience, solid revenue base, sound financial strength and strong management, Sa Sa is well positioned to build value and seek further growth, even in this difficult environment. The Group will continue to improve the efficiency and competitiveness of its operations in order to meet the challenges of the coming years. Looking ahead, Sa Sa will continue to be a growth-oriented company. Solid operations will form the foundation for the Group's future expansion and development through organic and acquisition growth.

Roger King

President & CEO

前瞻

集團預期，亞洲經濟的復甦步伐仍將十分緩慢，區內零售業未必能於今年扭轉劣勢。然而，莎莎將憑藉業內的專業知識和經驗、穩固的收入基礎、雄厚的財政實力及富經驗的管理層，在困難的市場環境中追求價值和進一步發展。集團將繼續努力提高營運效率，增強競爭力，以應付未來的挑戰。展望來年，莎莎將繼續擴展業務。在穩健的業務基礎上，集團將透過業務增長及收購計劃，促進企業未來的發展。

金樂琦

行政總裁



Q&A

“What will Sa Sa look like in five years' time?”

Our vision is to be the dominant provider of “beauty + health” products and services in Asia, and in five years we expect to be well on the way to achieving this. We will have strengthened our existing operations, notably in China, and expanded into Japan, Korea, Thailand and the Philippines. Our cosmetics business will still account for more than 50% of revenue and profit but our extended “beauty + health” business lines will be adding very significant value. In addition we will be the leading player in “beauty + health” e-sales.

莎莎五年後會是怎樣？

我們的目標，是成為亞洲首要的「美容 + 健康」產品及服務供應商，並預期可在五年內逐步實現。我們將會進一步鞏固現有的業務，尤其是中國業務，並將進軍日本、韓國、泰國及菲律賓等市場。我們的化妝品業務仍會佔整體收益一半以上，而進一步擴展的「美容 + 健康」業務亦會帶來重大的貢獻。莎莎更會成為「美容 + 健康」產品電子銷售市場的翹楚。



悦容養顏

FOR INNER BEAUTY



In response to growing popular concern for physical health and inner beauty, the Group has moved into the **health foods** market and plans to significantly expand its operations in this area in the coming years.



BIOGRAPHICAL DETAILS OF DIRECTORS
AND SENIOR MANAGEMENT
董事及高級管理人員簡介



people

KWOK, Siu Ming, Simon
Chairman
郭少明先生
主席



KWOK, Law Kwai Chun, Eleanor
Vice Chairman
郭羅桂珍女士
副主席



KING, Roger
President & CEO
金樂琦先生
行政總裁



KWOK, Siu Ming, Simon*, Chairman

Mr. KWOK, Siu Ming, Simon, aged 48, is the Chairman of Sa Sa. Together with his wife, Eleanor, Mr. Kwok founded the company in 1978 and successfully listed the company on the Stock Exchange of Hong Kong in June 1997 with the share offering more than 500 times oversubscribed. Over the past two decades, Mr. Kwok transformed the company from a two-person, 40-sq-ft. store into a regional network of operations with approximately 1,700 employees, over 50 retail outlets in five major Asian markets, successfully carving out the important market niche that the Group now occupies. Mr. Kwok is currently the Honorary President of the Cosmetic & Perfumery Association of Hong Kong.

KWOK, Law Kwai Chun, Eleanor*, Vice-Chairman

Mrs. KWOK, Law Kwai Chun, Eleanor, aged 47, who co-founded the company with her husband, has more than 28 years experience in the sales and marketing of cosmetics products. With extensive professional knowledge and many years of experience in cosmetics retailing, she pioneered the unique operational concept of open-shelf display of products, offering customers the convenience of choosing and sampling from a wide range of products to make shopping a more enjoyable experience. Mrs. Kwok plays a leading role in the development of the Group's corporate image and staff training. Prior to starting the business, she was a beauty consultant for a household cosmetic brand name.

主席，郭少明先生*

郭少明先生，四十八歲，集團主席。郭氏於一九七八年與太太羅桂珍共同創立莎莎，並於一九九七年六月成功在香港上市，股份認購率超過五百倍。過去二十多年，莎莎在郭氏的領導下，由佔地四十平方呎的化妝品零售櫃位，發展至今天的亞洲零售網絡，僱用約一千七百名員工，於主要亞洲城市設有超過五十間零售店。郭氏憑藉過人的市場觸覺，成功抓緊商機，令集團在化妝品零售市場上穩佔重要席位。郭氏現任香港化妝品同業協會榮譽主席。

副主席，郭羅桂珍女士*

郭羅桂珍女士，四十七歲，與丈夫郭少明同為集團創辦人。郭女士累積逾二十八年營銷及推廣化妝品的經驗，資歷深厚。憑著廣泛的專業知識及多年化妝品零售經驗，郭女士首創開放式產品陳列概念，方便客戶隨意挑選琳琅滿目的貨品，締造更寫意的購物體驗。此外，她亦負責管理集團形象設計及員工培訓工作。創業以前，郭女士曾為一著名化妝品牌擔任美容顧問。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

KING, Roger*, President & Chief Executive Officer and Executive Director

Mr. KING, Roger, aged 60, was appointed President, Chief Executive Officer and Executive Director in August 1999. He has been instrumental in three corporate turnarounds in the past 20 years. Mr. King is currently also a non-executive director of Orient Overseas (International) Limited and WellNet Holdings Limited, both are listed companies in Hong Kong. He was the Managing Director of Orient Overseas Holdings Limited, a major container shipping company, from 1985 to 1987. He was formerly Executive Chairman of System-Pro Computers Limited, a leading personal computer retailer in Hong Kong and a director of Arrow Electronics, Inc., listed on the New York Stock Exchange. He serves on a number of advisory committees, including Hong Kong Management Association, Hong Kong University of Science and Technology and the Zhejiang Province People's Political Consultative Conference. He is a graduate of the University of Michigan, New York University and Harvard Business School.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor CHAN, Yuk Shee[#], Non-Executive Director and Chairman of Audit Committee

Professor CHAN, Yuk Shee, aged 47, has served as a Non-Executive Director and Chairman of Audit Committee of the Group since November 1999. Professor Chan is currently the Acting Vice President for Academic Affairs as well as Professor of Finance at the Hong Kong University of Science and Technology. Previously, he was the Founding Dean of the HKUST Business School from 1993 to 2000. He obtained a Ph.D. in finance, an MBA and M.A. in economics from the University of California at Berkeley. He is a member of the American Finance Association, Asia Pacific Finance Association and Hong Kong Securities Institute.

[#]Member of the Audit Committee

[^]Member of the Compensation Committee

^{*}Member of the Executive Committee

行政總裁兼執行董事，金樂琦先生*

金樂琦先生，六十歲，一九九九年八月起出任行政總裁兼執行董事。過去二十年，金氏曾先後三次協助大規模重整其服務之企業，令業務重上軌道。他亦是香港上市公司東方海外（國際）有限公司及創新發展集團有限公司之非執行董事。一九八五年至一九八七年，他曾任東方海外（實業）有限公司董事總經理，該公司為本地主要之貨櫃船務公司。此外，金氏曾任香港最大電腦零售商東寶電腦有限公司的執行主席、紐約證券市場上市公司「美國艾睿電子元件有限公司(Arrow Electronics, Inc.)」董事。金氏是多個顧問委員會的成員，其中包括香港管理專業協會、香港科技大學，以及中國人民政治協商委員會浙江省執行委員會。金氏畢業於美國密歇根大學，美國紐約大學及美國哈佛大學商學院。

獨立非執行董事

非執行董事兼審核委員會主席，陳玉樹教授[#]

陳玉樹教授，四十七歲，一九九九年十一月起出任集團非執行董事兼審核委員會主席，現為香港科技大學署理學術副校長及財務系教授。在出任現職之前，陳教授曾於一九九三年至二零零零年間擔任科大商學院第一任院長。陳教授於加州柏克萊大學取得財務學哲學博士、工商管理碩士及經濟學碩士學位，亦是美國財務學會、亞太金融學會及香港證券學院之會員。

[#]審核委員會成員

[^]薪酬委員會成員

^{*}行政委員會成員

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

CHENG, Ming Fun, Paul^{#^}, JP, Non-Executive Director

Mr. CHENG, Ming Fun, Paul, aged 64, became a Non-Executive Director in February 2000. He was formerly Chairman of Inchange Pacific Ltd. and N M Rothschild and Sons (Hong Kong) Ltd. and is currently an independent non-executive director of Spirent plc in the UK. Mr. Cheng is a past Chairman of the Hong Kong General Chamber of Commerce and the American Chamber of Commerce in Hong Kong. He was a member of Hong Kong's Provisional Legislative Council as well as a member of Legislature prior to the Handover. He is currently serving on the Executive Committee of the PRC-based All China Federation of Industry and Commerce and is an advisor to the China National Committee for Pacific Economic Co-operation and China Centre for Economic Research of the Peking University. He received his MBA degree from the Wharton Graduate School of Business, University of Pennsylvania.

COULL, Gary William John[#], Non-Executive Director

Mr. COULL, Gary, William John, aged 47, was appointed a Non-Executive Director of Sa Sa in May 1997. He is currently the Executive Chairman of CLSA Emerging Markets. Having joined the company in 1987, he was made managing director in 1988. Prior to that, he was a business journalist for the South China Morning Post and the Far Eastern Economic Review for five years. Mr. Coull holds a Bachelor of Arts degree from the University of British Columbia, Canada.

非執行董事，鄭明訓先生^{#^} JP

鄭明訓先生，六十四歲，二零零零年二月起出任非執行董事。鄭氏為英之傑太平洋有限公司及洛希爾父子(香港)有限公司前主席，現為英國Spirent plc之獨立非執行董事。鄭氏曾任香港總商會及香港美國商會主席、臨時立法會議員及香港回歸前立法局議員，現任中華人民共和國全國工商業聯會執行委員會會員，並擔任中國太平洋經濟合作全國委員會工商委員會及北京大學中國經濟研究中心顧問。鄭氏於美國賓夕凡尼亞州大學華頓商學院取得工商管理碩士學位。



非執行董事，顧家利先生[#]

顧家利先生，四十七歲，一九九七年五月起出任莎莎非執行董事，現任里昂證券有限公司行政主席。顧氏於一九八七年加盟里昂證券，於一九八八年出任董事總經理。在此之前，他曾任南華早報及遠東經濟評論經濟版記者長達五年。顧先生持有加拿大英屬哥倫比亞大學文學士學位。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

LEE, Look Ngan Kwan, Christina, Non-Executive Director

Mrs. LEE, Look Ngan Kwan, Christina, aged 76, was appointed a Non-Executive Director in May 1997. She is the widow of the founder of Television Broadcasts Limited, Mr. Lee Hsiao-Wo. Mrs. Lee has been a director of Television Broadcasts Limited since 1981 and is actively involved in Caritas, Hong Kong, a local charitable organization.

Dr. LEUNG, Kwok Fai, Thomas^A, Non-Executive Director

Dr. LEUNG, Kwok Fai, Thomas, aged 52, was appointed to the Board in January 2000. He has over 15 years' experience in management consultancy and is an expert in the design and implementation of leading edge human resources policies. Dr. Leung holds a Ph.D. in Business Administration from the University of Illinois. He was formerly Chief Executive - Asia, for Hay Group, one of the world's leading management consultancies.

SENIOR MANAGEMENT

CHEUK, Joanne, President, Sa Sa dot Com Limited

Ms. CHEUK, Joanne, aged 35, joined Sa Sa dot Com Ltd in May 2000 and was appointed President in April 2001. Prior to joining Sa Sa dot Com, she was a Principal at the Asian Investment Banking Group of Bank of America, specialising in regional and cross-border M&A and capital raising. Prior to this, she was at Asian Capital Partners, a boutique investment bank that focuses on M&A advisory. Ms Cheuk is a graduate of the University of Western Australia and a qualified Chartered Accountant.

非執行董事，利陸雁群女士

利陸雁群女士，七十六歲，一九九七年五月起加入本集團出任非執行董事。利女士是電視廣播有限公司創辦人利孝和先生之遺孀，一九八一年起出任電視廣播有限公司董事。利女士積極參與本地慈善團體香港明愛舉辦之慈善活動。

非執行董事，梁國輝博士^A

梁國輝博士，五十二歲，二零零零年一月起獲委任加入集團董事局。梁博士擁有逾十五年管理顧問工作經驗，擅長設計及推行新穎出色的人力資源政策。梁氏於美國伊利諾大學取得工商管理博士學位，曾任世界著名管理顧問公司Hay Group亞洲區行政總裁。

高級管理人員

Sa Sa dot Com 總裁，卓婉麗女士

卓婉麗女士，三十五歲，於二零零零年五月加入Sa Sa dot Com，並於二零零一年四月起獲委任為總裁。加入Sa Sa dot Com 以前，她為美國銀行的亞洲投資銀行部董事，專責地區性及跨境收購合併及集資事務。在此以前，她任職於一家提供收購合併顧問工作的小型投資銀行Asian Capital Partners。卓女士畢業於西澳洲大學，為澳洲特許會計師公會的會員。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

PHILLIPS, Edwin, Managing Director & CEO, Phillip Wain International

Mr PHILLIPS, Edwin, aged 51, is Managing Director & CEO of Phillip Wain International, in which Sa Sa acquired a 58.3% interest on August 30 2000. He co-founded Phillip Wain International, the beauty and health ladies' club chain operation in 1977. His extensive knowledge in the area of health and beauty has won him wide recognition in the business sector in Hong Kong. In 1986, he was awarded the "Courvoisier" trophy at Business Excellence in Sports, and in 1991 received an "Enterprise" award at DHL/SCMP Hong Kong Business Awards.

CHAN, Cheuk Kai, Chris, Vice President, Information Technology

Mr. CHAN, Cheuk Kai, Chris, aged 41, joined Sa Sa as Vice President of Information Technology in September 1999. Previously, he worked in Vanda Computer & Equipment Co. Ltd. from which he gained cutting-edge knowledge providing consultancy services for clients of various industries including garment, toys, electronics manufacturing and airfreight. Prior to this, he worked as MIS Director of Giordano Group and was responsible for system development and setting up computer sites in Hong Kong and the PRC. He also served ESPRIT De Corp (Far East) Ltd., Fang Brothers Knitting Ltd. and Carlingford Life & General Assurance. Mr. Chan has the NCC Certificate in System Analysis and Design certified by National Computer Centre in the UK.

菲力偉行政總裁，菲力艾雲

菲力艾雲，51歲，為菲力偉國際的行政總裁，莎莎於二零零零年八月三十日購入菲力偉58.3%股權。菲力艾雲本身是菲力偉國際的創辦人之一，於一九七七年成立該女子健美中心。他於健康及美容方面的廣泛知識，使他在商界贏得稱譽。早於一九八六年，菲力艾雲先生獲頒『拿破崙「商業奇才」榮譽獎』，表揚他發展健體事業的傑出商業成就，而於一九九一年他更於DHL/南華早報的香港商業獎中榮獲『傑出企業獎』。

資訊科技副總裁，陳焯楷先生

陳焯楷先生，四十一歲，一九九九年九月起加入莎莎出任資訊科技副總裁。在此之前，陳氏任職中聯電腦(國際)有限公司，為各行各業的客戶提供顧問服務，當中包括成衣、玩具、電子生產及空運業，累積了不少寶貴的專業知識。加入該公司以前，陳氏曾於佐丹奴集團任職資訊部總監，負責在香港及中國大陸推行系統開發工作及設立電腦中心，此外亦曾任職ESPRIT de Corp (Far East) Ltd.、Fang Brothers Knitting Ltd.及Carlingford Life & General Assurance公司。陳氏取得英國National Computer Centre之系統分析及設計之NCC證書。



BILL BLASS

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介



FUNG, Chiamin, Head of Business Development, Sa Sa dot Com

Ms. FUNG, Chiamin, aged 39, joined Sa Sa dot Com in October 2000 as Head of Business Development. Previously, she was Manager of E-Commerce Solutions at Standard Chartered Bank in Hong Kong, responsible for the development of a global B2B exchange portal. Previously, Ms Fung held a managerial position in the Electronic Commerce Practice of KPMG Consulting USA, and was a Principal Consultant at Cap Gemini America - helping companies streamline their business processes and operations through the implementation of Enterprise Resource Planning solutions. Ms Fung has extensive experience of managing and developing supply chain and e-commerce solutions for the chemical, manufacturing, pharmaceutical, and consumer goods industries. She holds a Master in Computer Science from Clemson University, USA, and an MBA from Widener University, USA.

KO, Siu Tak, Jimmy, Vice President, Sales & Operations

Mr. KO, Siu Tak, Jimmy, aged 49, joined Sa Sa as Vice President of Sales & Operations in December 1998. He has over 17 years' experience in sales and operations. Before joining Sa Sa, he was the Director of Operations at Adams Parking International and General Manager of Domino's Pizza. His previous employers also include Pizza Hut and Y.H.Y. Food Service Ltd. He holds a bachelor's degree in Economics from the University of Waterloo in Canada.

Sa Sa dot Com 業務發展部主管，馮嘉敏女士

馮嘉敏女士，三十九歲，於二零零零年十月加入Sa Sa dot Com任業務發展部主管。馮女士曾於香港渣打銀行任職電子商貿業務經理，管理全球商業對商業交易發展。來港工作前，她在美國的畢馬域顧問公司任電子商貿發展網站經理；亦曾於Cap Gemini America任Principal Consultant，透過實施全方位電子商務解決方案，協助公司精簡商業流程及營運。馮女士於管理和發展供應鏈及電子商貿發展解決方案有廣泛經驗，服務範圍涵蓋化學、建造、藥劑及消費品行業。她持有美國Clemson University的電腦科學碩士學位及美國Widener University的工商管理碩士學位。

營運副總裁，高少德先生

高少德先生，四十九歲，一九九八年十二月加入集團出任營運副總裁，於銷售及營運方面擁有逾十七年經驗，加入莎莎前，高先生為毅達停車場(國際)有限公司營運總監及Domino's Pizza總經理。高先生並曾任職於必勝客餐廳及雅香園食品有限公司。彼持有加拿大滑鐵盧大學的經濟學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

LAW, Kin Ming, Peter, Vice President, Product Development and Purchasing

Mr. LAW, Kin Ming, Peter, aged 45, is Vice President of Product Development and Purchasing. He joined the Group in January 1996. Mr. Law has more than 19 years' experience in the field of sales and marketing, nine of which were in senior management positions. Mr. Law oversees the Group's product development and purchasing including local and regional purchasing operations. He is also responsible for the Group's acquisition of exclusive distribution rights and development of own brands. He holds a bachelor's degree in arts majoring in communication studies from the University of Windsor, Ontario, Canada. Then he pursued a bachelor's degree in commerce in 1981. Mr. Law is Mrs. Kwok's brother.

LEE, Tee Chin, Vice President - General Manager of Singapore

Mr. LEE, Tee Chin, aged 39, joined Sa Sa in May 1997 and was appointed Vice President - General Manager of Singapore in January 2001. Previously, he was the Financial Controller of the Singapore Operations. He has accumulated over 15 years' experience in finance and general management in the trading & retail industry. Before joining the Company, he served as the Group Chief Accountant at Dickson Trading (Singapore) and a professional accountant at Ernst & Young. Mr. Lee holds a bachelor's degree in Accountancy from the National University of Singapore and is a member of the Institute of Certified Public Accountants of Singapore.

產品發展及採購副總裁，羅建明先生

羅建明先生，四十五歲，一九九六年一月起加入集團出任產品發展及採購副總裁。羅氏擁有逾十九年銷售及市務推廣工作經驗，其中九年歷任高級管理層職位。羅氏負責集團產品發展及採購工作，包括本港及地區性的採購業務，並負責為集團獲取獨家分銷權及開發獨有品牌。羅氏畢業於加拿大安大略省Windsor大學，獲傳理系學士學位。其後彼於一九八一年繼續深造，修讀商業學士學位。羅先生乃郭羅桂珍女士之弟。

副總裁兼新加坡總經理，李智真先生

李智真先生，三十九歲，一九九七年五月加入莎莎，二零零一年一月獲委任為副總裁兼新加坡總經理。在此以前，他出任新加坡辦事處財務總監一職，在貿易及零售業的財務和一般管理有逾十五年經驗。加入集團以前，他於迪生貿易(新加坡)擔任集團總會計師，亦曾為安永會計師事務所任專業會計師。李氏畢業於新加坡國立大學，持有會計學位，亦是新加坡特許會計師公會會員。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

LOI, Wei Sin, Corina, Vice President - General Manager of Malaysia

Ms. LOI, aged 41, joined Sa Sa in October 1997 and was appointed Vice President - General Manager of Malaysia in January 2001. She was a crucial member of the start-up team for Malaysian operations. Ms Loi has over 18 years of marketing and retail experience ranging from health food products to high fashion. Prior to joining Sa Sa, she was with the Dickson Trading (Singapore).

MA, Lai Lin, Lilian, General Manager, Taiwan

Ms. MA, Lai Lin, Lilian, aged 50, was appointed General Manager Taiwan in June 2000, responsible for all the Group's operations in Taiwan. She was previously with SUNDAY, a local telecommunication provider, as Associate Director of Sales overseeing the retail operation. Prior to this, she worked in Strawberry (HK) Limited, a local discount cosmetic chain as General Manager. Ms Ma held various senior positions with her previous employers, which include Mannings of Dairy Farm Taiwan, Bluebell Taiwan and DFS Hong Kong. She has over 20 years' experience in retail operations, of which seven years were in Taiwan.

副總裁兼馬來西亞總經理，雷慧馨女士

雷女士，四十一歲，一九九七年十月加入莎莎，並於二零零一年一月獲委任為副總裁兼馬來西亞總經理。雷氏為集團開發馬來西亞市場的主要成員。她在健康食品以至高級時裝的市務及零售工作擁有逾十八年經驗。加入莎莎前，她曾於迪生貿易(新加坡)工作。

台灣區總經理，馬麗蓮女士

馬麗蓮女士，五十歲，二零零零年六月起獲委任為台灣區總經理，負責領導集團之台灣市場業務。她曾於本地電訊服務供應商SUNDAY出任銷售副總監，掌管零售業務。在此之前，她曾任職於本地折扣式化妝品連鎖店Strawberry (HK) Limited，出任總經理。此外，馬氏亦曾於多家公司出任要職，包括台灣牛奶公司集團旗下的萬寧，以及台灣藍鐘集團和香港DFS。馬氏擁有逾20年零售工作經驗，其中七年駐守台灣市場。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

TSE, Ping Shing, Ricky, Vice President, Compliance & Internal Control and Company Secretary

Mr. TSE, Ping Shing, Ricky, aged 40, joined Sa Sa as Vice President of Compliance & Internal Control and as Company Secretary in November, 1999. He is a fellow member of the Hong Kong Society of Accountants and the Association of Chartered Certified Accountants. Before joining Sa Sa, he was Finance and Administration Controller of JOS Distribution, a division of Jardine Matheson & Co. Ltd. Prior to that, he also held managerial position with System-Pro Computers Ltd. He started his career in CPA firms and gained substantial experience in internal auditing from working with reputable companies, including Wellcome Co. Ltd. and Inchcape Group. Mr. Tse is a graduate of the University of Leicester, the U.K. and holds a Master of Science Degree in Finance.

WONG, Tai Chung, Kenneth, Vice President of Finance & Accounting

Mr. WONG, Tai Chung Kenneth, aged 38, joined Sa Sa as Vice President of Finance & Accounting in June 2001. He is a fellow member of Chartered Institute of Management Accountants and an associate member of Hong Kong Society of Accountants. Prior to Sa Sa, he held various senior positions in BAA Group, OneResource Group, Wellcome, Dairy Farm Group and A.S. Watson Group where he gained over 15 years solid finance and accounting experience in various industries and extensive experience and knowledge in mergers and acquisition, divestment and setting up joint ventures in Asia, Australasia and Europe. He also has wide experience in retail strategic management, business and shareholders' base diversification, business re-engineering and setting up shared service finance, central procurement and logistics functions. Mr. Wong received his MBA from University of Hull, the U.K.

內部監控副總裁兼公司秘書，謝炳盛先生

謝炳盛先生，四十歲，一九九九年十一月起出任集團內部監控副總裁兼公司秘書。謝氏為香港會計師公會及英國特許公認會計師公會資深會員。加盟莎莎以前，謝氏曾任怡和有限公司旗下怡和科達財務總監。在此之前，他曾於東寶電腦有限公司擔任管理層職位。謝氏早年任職會計師行，並累積了豐富的內部審計經驗，當中包括惠康有限公司與英之傑集團等享負盛名的公司。謝氏畢業於英國列斯特大學，取得財務碩士學位。

財務及會計副總裁，黃大聰先生

黃大聰先生，38歲，於二零零一年六月出任財務及會計副總裁，黃氏為特許管理會計師公會資深會員及香港會計師公會會員。加入莎莎以前，他曾於聚英匯、宏智、惠康、牛奶集團及屈臣氏出任財務要職，積累了逾十五年會計及財務經驗，對合併收購及投資方面具備豐富經驗和知識；曾協助企業在亞洲、澳大利亞及歐洲創建合資和投資公司。黃氏亦曾廣泛參與零售策略管理、擴大業務和股權分佈工作、機構重組、設立財務共享服務、中央採購和物流管理。黃氏持有英國 University of Hull 的工商管理碩士學位。



The Group is actively seeking to expand its beauty services.

By leveraging Phillip Wain's expertise in beauty salons and health clubs, we can exploit synergies between different parts of the Group to accelerate growth in this area.



FITNESS & BEAUTY

PHILLIP WAIN



REPORT OF THE DIRECTORS

董事會報告

The directors have pleasure in presenting their report together with the audited accounts of the Company and the Group for the year ended 31st March 2001.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the retailing and wholesaling of a wide range of brand name cosmetic products and the provision of health club service to members.

An analysis of the Group's turnover and profit before taxation for the year by principal activities and geographical areas of operation is set out in note 2 to the accounts.

RESULTS AND APPROPRIATIONS

The results for the year are set out in the consolidated profit and loss account on page 58.

An interim dividend of 1.0 HK cent (2000: 1.0 HK cent) per share was paid on 10th January 2001. The directors recommend the payment of a final dividend of 4.0 HK cents (2000: 4.0 HK cents) per share. Total dividends paid and declared for the year ended 31st March 2001 amounted to HK\$66,632,000.

董事會欣然提呈本公司與本集團截至二零零一年三月三十一日止年度之報告及經審核賬目。

主要業務及按地區分析業務

本公司主要業務為投資控股，其附屬公司主要從事多種名牌化妝品之零售和批發與及向會員提供健美中心服務。

本集團本年度按主要業務及經營地區劃分之營業額及除稅前溢利之分析載於賬目附註2。

業績及溢利分配

本集團本年度之業績載於第58頁之綜合損益賬內。

本公司已於二零零一年一月十日派發中期股息每股1.0港仙(二零零零年：1.0港仙)。董事會現建議派發末期股息每股4.0港仙(二零零零年：4.0港仙)。截至二零零一年三月三十一日止年度已派及擬派股息合共66,632,000港元。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告 (續)

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out as follows:

財務摘要

本集團過去五個財政年度之業績、資產及負債摘要如下：

		2001 千港元 HK\$'000	2000 千港元 HK\$'000	1999 千港元 HK\$'000	1998 千港元 HK\$'000	1997 千港元 HK\$'000
Turnover	營業額	1,439,369	1,316,614	1,268,247	1,249,329	990,448
Profit/(loss) before taxation	除稅前 溢利/(虧損)	85,019	79,012	(91,296)	305,065	188,078
Taxation (charge)/credit	稅項(支出)/撥回	(7,746)	(5,516)	3,257	(26,489)	(30,153)
Minority interests	少數股東之權益	(2,095)	—	—	(169)	—
Profit/(loss) attributable to shareholders	股東應佔 溢利/(虧損)	75,178	73,496	(88,039)	278,407	157,925
Total assets	資產總值	1,175,472	1,228,456	1,202,865	1,491,213	542,710
Total liabilities	負債總值	(316,062)	(160,524)	(154,744)	(280,759)	(274,876)
Minority interests	少數股東權益	32,181	—	—	(4,138)	(1,079)
Net assets	資產淨值	891,591	1,067,932	1,048,121	1,206,316	266,755

Note: The results, assets and liabilities of the Group for the year ended 31st March 1997 have been prepared on a combined basis as if the Group structure, at the time when the Company's shares were listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), had been in existence throughout the year concerned.

附註：本集團截至一九九七年三月三十一日止年度之業績、資產及負債乃按合併基準編製，並假設本公司股份在香港聯合交易所有限公司（「聯交所」）上市時之集團架構，於有關年度內一直存在。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate percentage of sales and purchases attributable to the Group's five largest customers and suppliers respectively are less than 30% of the total sales and purchases for the year.

主要客戶及供應商

本集團五大客戶及供應商年內之總銷售額及採購總額分別佔本集團銷售總額及採購總額少於30%。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告 (續)

RESERVES

Movements in reserves during the year are set out in note 18 to the accounts.

FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in note 11 to the accounts.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital of the Company and movements in share options during the year are set out in note 17 to the accounts.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and there are no restrictions against such rights under the laws in the Cayman Islands.

REPURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company has repurchased at HK\$23,417,000 for a total of its 23,850,000 fully paid up shares on the Stock Exchange of Hong Kong Limited, all of which had been duly cancelled. The directors consider the share repurchases will lead to an enhancement of the Group's earnings per share.

Apart from the above, neither the Company nor any of its subsidiaries has repurchased, sold or redeemed any of the Company's listed securities during the year.

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31st March 2001 are set out in note 29 to the accounts.

儲備

年內本集團及本公司儲備之轉撥數額及詳情載於賬目附註18。

固定資產

本集團固定資產於年內之變動載列於賬目附註11。

股本及購股權

本公司股本及購股權之變動詳情載列於賬目附註17。

優先購買權

本公司組織章程細則並無有關優先購買權之任何規定，而開曼群島法例亦無有關該權利之任何限制。

購回、出售或贖回股份

本公司年內於聯交所購回本公司已繳足股份合共23,850,000股，金額為23,417,000港元，該批股份已悉數註銷。董事認為購回股份將可提高本集團之每股盈利。

除上述者外，本公司及其任何附屬公司於年內概無購回、出售或贖回本公司任何上市證券。

附屬公司

本公司於二零零一年三月三十一日之主要附屬公司詳情載於賬目附註29。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告 (續)

BANK OVERDRAFTS

Details of the Group's bank overdrafts as at 31st March 2001 are set out in the Consolidated Balance Sheet and note 25 to the accounts.

CAPITALISED INTERESTS

No interest was capitalised by the Group during the year.

DISTRIBUTABLE RESERVES

As at 31st March 2001, the reserves of the Company available for distribution, net of dividend proposed, amounted to HK\$1,049,689,000.

DIRECTORS AND SERVICE CONTRACTS

The directors who held office during the year and up to the date of this report were:—

Executive Directors

Mr. KWOK, Siu Ming, Simon

Mrs. KWOK, Law Kwai Chun, Eleanor

Mr. KING, Roger

- service agreement for a term of three years commenced on 2nd August 1999

Mr. CHEN, Chou Fan, Edward

- service contract expired on 31st March 2001

Mr. TONG, Hang Chan, Peter

- service contract expired on 20th May 2000

銀行透支

於二零零一年三月三十一日，本集團之銀行透支之詳情載於綜合資產負債表及賬目附註25。

利息資本化

本集團於年度內並無將利息資本化。

可分派儲備

於二零零一年三月三十一日，本公司可供分派之儲備（扣除擬派發股息後）達1,049,689,000港元。

董事及服務合約

年內及截至本報告簽發日期止擔任董事職務之人士如下：

執行董事

郭少明先生

郭羅桂珍女士

金樂琦先生

- 服務協議由一九九九年八月二日起生效，為期三年

陳肇藩先生

- 服務合約已於二零零一年三月三十一日屆滿

湯鏗燦先生

- 服務合約已於二零零零年五月二十日屆滿

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告 (續)

DIRECTORS AND SERVICE CONTRACTS (CONTINUED)

Independent Non-Executive Directors

Mr. COULL, Gary William John

Mrs. LEE, Look Ngan Kwan, Christina

Professor CHAN, Yuk Shee

— term of directorship for three years commenced on 1st November 1999

Dr. LEUNG, Kwok Fai, Thomas

— term of directorship for three years commenced on 1st January 2000

Mr. CHENG, Ming Fun, Paul

— term of directorship expired on 31st January 2001 and was extended to 31st January 2003

In accordance with Article 116 of the Company's Articles of Association, Mr. Kwok, Siu Ming, Simon, Mrs. Kwok, Law Kwai Chun, Eleanor and Mr. COULL, Gary William John retire at the coming Annual General Meeting. Mr. Kwok, Siu Ming, Simon and Mrs. Kwok, Law Kwai Chun, Eleanor being eligible, offer themselves for re-election.

Save as disclosed above, none of the directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

董事及服務合約 (續)

獨立非執行董事

顧家利先生

利陸雁群女士

陳玉樹教授

— 董事任期三年，由一九九九年十一月一日起生效

梁國輝博士

— 董事任期三年，由二零零零年一月一日起生效

鄭明訓先生

— 董事任期已於二零零一年一月三十一日屆滿及後獲延續至二零零三年一月三十一日

根據本公司章程細則第116條之規定，郭少明先生、郭羅桂珍女士及顧家利先生將退任。郭少明先生及郭羅桂珍女士有資格並願膺選連任。

除上文所披露者外，擬於即將舉行之股東週年大會上候選連任之董事並無擁有與本公司訂立於一年內沒有賠償(法定賠償除外)而本公司不可終止的服務合約。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告 (續)

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Company's business to which the Company, its subsidiaries or its holding company was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PARTICULARS OF SHARES HELD BY DIRECTORS, CHIEF EXECUTIVES AND ASSOCIATES

As at 31st March 2001, the directors, chief executives and their associates had the following interests in the share capital of the Company or any of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) which require notification pursuant to Section 28 of the SDI Ordinance or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") or as recorded in the register maintained pursuant to Section 29 of the SDI Ordinance:

董事之合約權益

各董事概無在本公司、其控股公司或附屬公司於年終或年內任何時間所訂立與本公司業務有關之重要合約中不論直接或間接擁有重大權益。

董事、主要行政人員及聯繫人士持有股份之詳情

於二零零一年三月三十一日，各董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團(定義見證券(披露權益)條例(「披露權益條例」))股本中擁有以下根據披露權益條例第28條或上市公司董事進行證券交易之標準守則(標準守則)須予知會之權益，或根據披露權益條例第29條須列入該條例所指之登記冊之權益：

Number of shares beneficially held

實益持有之股份數目

		Personal interest 個人權益	Corporate interest 法團權益	Family interest 家屬權益	Other interest 其他權益
Mr. KWOK, Siu Ming, Simon	郭少明先生	20,364,000	898,506,400(Notes) (附註)	—	—
Mrs. KWOK, Law Kwai Chun, Eleanor	郭羅桂珍女士	—	898,506,400(Notes) (附註)	—	—
Mr. CHEN, Chou Fan, Edward	陳肇潘先生	500,000	—	—	—
Mr. KING, Roger	金樂琦先生	4,500,000	—	8,405,172	—
Mrs. LEE, Look Ngan Kwan, Christina	利陸雁群女士	148,000	—	—	—

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告 (續)

PARTICULARS OF SHARES HELD BY DIRECTORS, CHIEF EXECUTIVES AND ASSOCIATES (CONTINUED)

Note:

These shares are held as to 696,780,000 shares by Sunrise Height Incorporated and as to 201,726,400 shares by Green Ravine Limited. Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK, Law Kwai Chun, Eleanor.

In addition, Mr. KWOK, Siu Ming, Simon and Mrs. KWOK, Law Kwai Chun, Eleanor are each taken to be interested in all the issued non-voting deferred shares of Sa Sa Cosmetic Company Limited, Sa Sa Investment Limited, Matford Trading Limited and Base Sun Investment Limited, all wholly-owned subsidiaries of the Company. Mrs. KWOK, Law Kwai Chun, Eleanor is also taken to be interested in all the issued non-voting deferred shares of Vance Trading Limited.

Save as disclosed above, no directors, chief executives and their associates have any beneficial or non-beneficial interests in the share capital of the Company and associated corporations required to be disclosed pursuant to the SDI Ordinance and the Model Code.

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to a share option scheme approved by the shareholders of the Company on 22nd May 1997 the Company's directors may, at their discretion, invite executive directors and full time employees of the Group to take up options to subscribe for shares in the Company subject to the terms and conditions stipulated therein.

Save as disclosed under "Connected Transaction" below, details of share options granted to or exercised by the directors and employees of the Group are set out in note 17 to the accounts.

Apart from the above, at no time during the year was the Company, its holding company or its subsidiaries a party to any arrangements to enable the directors of the Company (including their spouses or children under 18 years of age), to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

董事、主要行政人員及聯繫人士持有股份之詳情 (續)

附註：

該等股份其中696,780,000股由Sunrise Height Incorporated持有，201,726,400股由Green Ravine Limited持有。郭少明先生及郭羅桂珍女士各持有Sunrise Height Incorporated 50%權益，亦各持有Green Ravine Limited 50%權益。

此外，郭少明先生及郭羅桂珍女士分別被當作擁有莎莎化妝品有限公司、莎莎投資有限公司、美福貿易有限公司及鵬日投資有限公司之全部已發行無投票權遞延股份之權益，前述公司均為本公司全資附屬公司。郭羅桂珍女士亦被當作擁有榮森貿易有限公司全部已發行無投票權遞延股份之權益。

除上文所披露者外，各董事、主要行政人員及彼等之聯繫人士概無在本公司或其相聯法團之股本中，擁有按披露權益條例及標準守則規定須予披露之任何其他實益或非實益權益。

董事購買股份或債券權利之利益

一九九七年五月二十二日，本公司股東批准一項購股權計劃。根據該計劃，本公司董事可酌情邀請本集團執行董事及全職僱員接納購股權，在該計劃條款及條件之規限下，認購本公司股份。

除下文「關連交易」披露者外，有關已發出或已被行使之購股權詳情載於賬目附註17。

除上述者外，本公司、其控股公司或其附屬公司於年內任何時間概無參與訂立任何協議，令本公司董事（包括彼等之配偶或十八歲以下子女）可藉收購本公司或任何其他法人團體之股份或債券而獲益。

CONNECTED TRANSACTIONS

Lisbeth Enterprises Limited

On 31st July 2000, the Company entered into a Sale and Purchase Agreement whereby the Company conditionally agreed to acquire from Mr. WAIN, Barry Richard ("Mr. WAIN") his entire 5,000 shares in Lisbeth Enterprises Limited ("Lisbeth"), representing 50% of its issued share capital for a consideration of approximately HK\$79 million.

On the same day, the Company entered into a Subscription Agreement, whereby the Company conditionally agreed to subscribe for 2,000 new shares in Lisbeth, which together with the 5,000 shares acquired from Mr. WAIN represent approximately 58.33% of its enlarged issued share capital, for a consideration of approximately HK\$31 million.

When the Sale and Purchase Agreement and Subscription Agreement were completed on 31st August 2000, the Company entered into two Option Agreements with Mr. PHILLIPS, Edwin John ("Mr. PHILLIPS"). Under the first Option Agreement, the Company is given the right to acquire 2,000 shares in Lisbeth, representing 16.67% of the enlarged issued share capital of Lisbeth, from Mr. PHILLIPS within a period of one year from 31st August 2000 for a consideration of approximately HK\$31 million. Under the second Option Agreement, if the first Option Agreement is completed, the Company may acquire the remaining shares in Lisbeth held by Mr. PHILLIPS, representing 25% of its entire issued share capital within 5 years from completion of the first Option Agreement.

Each of Mr. PHILLIPS and Mr. WAIN signed a promissory note on 31st August 2000 in the amount of HK\$12,024,573 and HK\$12,014,472 respectively in favour of Lisbeth. Of the total loan balances, HK\$1,168,683 is interest-bearing at 8.5% per annum. The remaining loan balances are interest free. All the loans are unsecured and repayable upon the earlier of (i) one year from 31st August 2000 or (ii) date of completion of the first Option Agreement. As at 31st March 2001, the actual amount of loans granted to Mr. PHILLIPS and Mr. WAIN are HK\$11,542,685 and HK\$11,119,059 respectively.

關連交易

Lisbeth Enterprises Limited

本公司於二零零零年七月三十一日訂立買賣協議。根據協議，本公司有條件地同意向Mr. WAIN, Barry Richard (「Mr. WAIN」)收購其於Lisbeth Enterprises Limited (「Lisbeth」)之全部5,000股Lisbeth股份，相當於該公司已發行股本之50%，代價約為79,000,000港元。

於同日，本公司訂立認購協議。根據協議，本公司有條件地同意認購Lisbeth之新股份2,000股，連同向Mr. WAIN收購之5,000股Lisbeth股份，約相當於其經擴大已發行股本之58.33%，代價約為31,000,000港元。

當於二零零零年八月三十一日完成有關買賣協議及認購協議後，本公司與Mr. PHILLIPS, Edwin John (「Mr. PHILLIPS」)訂立了兩份購股權協議。根據第一項購股權協議，本公司有權於二零零零年八月三十一日起計一年內向Mr. PHILLIPS收購2,000股Lisbeth股份，相當於Lisbeth經擴大已發行股本之16.67%，代價約為31,000,000港元。根據第一項購股權協議完成後將訂立之第二項購股權協議，本公司可在第一項購股權協議完成後5年內，收購Mr. PHILLIPS於Lisbeth持有之餘下Lisbeth股份，相當於Lisbeth全部已發行股本之25%股份。

於二零零零年八月三十一日，Mr. PHILLIPS及Mr. WAIN各自向Lisbeth簽立面額分別為12,024,573港元及12,014,472港元之期票。總貸款額中有1,168,683港元以年息8.5厘計算利息，其餘貸款為免息。所有貸款乃無抵押及須於(i)由二零零零年八月三十一日起計一年內或(ii)第一項購股權協議完成日期(以較早者為準)償還的借貸。於二零零一年三月三十一日，真正借予Mr. PHILLIPS及Mr. WAIN的貸款額分別為11,542,685港元及11,119,059港元。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告 (續)

CONNECTED TRANSACTIONS (CONTINUED)

The Subscription Agreement, the two Option Agreements and the loans granted by Lisbeth to Mr. PHILLIPS and Mr. WAIN under the promissory note constitute connected transactions for the purposes of Chapter 14 of the Listing Rules which transactions had already been approved by shareholders of the Company at an extraordinary general meeting held on 31st August 2000.

Service Agreement of a Director

On 2nd August 1999, the Company, entered into a service agreement ("Service Agreement") with Mr. KING, Roger ("Mr. KING") to appoint Mr. KING as the president and chief executive officer of the Company. At the same time, Mr. KING, who was previously an independent non-executive director of the Company, has been appointed as an executive director of the Company.

Pursuant to the Service Agreement, a total of 9,000,000 new shares in the Company will be issued to Mr. KING over a period of three years as his remuneration and he will also be granted options to subscribe for shares ("Option Shares") in the Company in accordance with the terms set out in the Service Agreement. The issue of new shares and Option Shares to Mr. KING constitutes a connected transaction for the purposes of Chapter 14 of the Listing Rules which transaction had already been approved by shareholders of the Company at an extraordinary general meeting held on 14th September 1999.

As of 31st March 2001, a total of 12,905,172 shares have been issued to Mr. KING pursuant to the above Agreement.

關連交易 (續)

根據證券上市規則第14章，有關認購協議、兩份購股權協議及Lisbeth根據期票對Mr. PHILLIPS及Mr. WAIN作出的借貸構成關連交易。該等交易已於本公司二零零零年八月三十一日召開之股東特別大會中獲股東批准。

董事服務協議

本公司於一九九九年八月二日與金樂琦先生(「金先生」)簽訂一份服務協議(「服務協議」)委任金先生為本公司之總裁兼行政總裁。與此同時，金先生原為本公司之獨立非執行董事，現已獲委任為本公司之執行董事。

根據服務協議，本公司將於三年內發行新股份共9,000,000股予金先生作為報酬，及按服務協議所載之條款，金先生將獲授予購股權以認購本公司股份(「購股權股份」)。根據證券上市規則第14章，發行新股及購股權股份予金先生構成一項關連交易。該交易已於本公司一九九九年九月十四日召開之股東特別大會中獲股東批准。

於二零零一年三月三十一日本公司已根據上開協議發行共12,905,172股予金先生。

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告 (續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st March 2001, according to the register of interests kept by the Company under Section 16(1) of the SDI Ordinance, the shareholders who had or were deemed to have interest in 10% or more of the Company's issued share capital were:

Name 股東名稱	Number of ordinary shares beneficially held 實益持有之普通股數目
Sunrise Height Incorporated	696,780,000 (Note) (附註)
Green Ravine Limited	201,726,400 (Note) (附註)

Note:

Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK, Law Kwai Chun, Eleanor.

Save as disclosed above, no person was recorded in the register as having an interest amounting to 10% or more of the issued share capital of the Company as at 31st March 2001.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

CODE OF BEST PRACTICE

None of the directors is aware of any information that would reasonably indicate that the Company is not or was not for any part of the period in compliance with the Code of Best Practice, except that two independent non-executive directors are not appointed for a specific term as recommended under paragraph 7 of Appendix 14 of the Listing Rules but are subject to retirement by rotation at the Annual General Meeting in accordance with the Articles of Association of the Company.

主要股東權益

於二零零一年三月三十一日，根據披露權益條例第16(1)條之規定存置之權益冊顯示，以下股東擁有或被視作擁有本公司已發行股本10%或以上權益：

Number of ordinary shares beneficially held 實益持有之普通股數目
696,780,000 (Note) (附註)
201,726,400 (Note) (附註)

附註：

郭少明先生及郭羅桂珍女士各擁有Sunrise Height Incorporated 50%股權，亦各擁有Green Ravine Limited 50%股權。

除上文所披露者外，權益冊內再無記錄任何人士於二零零一年三月三十一日擁有本公司已發行股本10%或以上權益。

管理合約

本公司於本年度內並無簽訂或存有管理本公司整體或其中重要部份業務的合約。

最佳應用守則

本公司並無任何董事知悉於年內有任何資料足以合理地顯示本公司未能遵守最佳應用守則，惟本公司並無根據上市規則附錄十四第七段建議，於委任兩名獨立非執行董事時訂明其在任期限，而根據本公司之公司組織章程規定，本公司之獨立非執行董事須於每年股東週年大會上輪值退任。

REPORT OF THE DIRECTORS (CONTINUED) 董事會報告 (續)

AUDIT COMMITTEE

In compliance with the Code of Best Practice as set out in Appendix I4 of the Listing Rules, the Company has established an Audit Committee comprising three independent non-executive directors and has adopted the terms of reference governing the authority and duties of the Audit Committee. The present members of the Audit Committee are Professor CHAN, Yuk Shee, Mr. COULL, Gary William John and Mr. CHENG Ming Fun, Paul.

AUDITORS

PricewaterhouseCoopers, being eligible, offer themselves for re-appointment, and a resolution to this effect will be proposed at the Annual General Meeting.

By order of the Board

Kwok Siu Ming, Simon

Chairman

Hong Kong, 28th July 2001

審核委員會

根據上市規則附錄十四之最佳應用守則規定，本公司已成立了審核委員會，成員包括三位獨立非執行董事，並已制訂職權範圍書，列明審核委員會會員之職權及責任。審核委員會現時成員為陳玉樹教授、顧家利先生及鄭明訓先生。

核數師

本集團核數師，羅兵咸永道會計師事務所符合資格接受續聘，本公司將於股東週年大會上為此提呈決議案。

承董事會命

主席

郭少明

香港，二零零一年七月二十八日



羅兵咸永道會計師事務所

To the Shareholders of
Sa Sa International Holdings Limited
(incorporated in the Cayman Islands with limited liability)

We have audited the accounts on pages 58 to 112 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of directors and auditors

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

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

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

致
莎莎國際控股有限公司列位股東
(於開曼群島註冊成立之有限公司)

本核數師已完成審核第58頁至第112頁之賬目，該等賬目乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

編製真實兼公平之賬目乃 貴公司董事之責任。在編製該等真實兼公平之賬目時，董事必須採用適當之會計政策，並且貫徹應用該等會計政策。

本核數師之責任是根據審核之結果，對該等賬目作出獨立意見，並向股東報告。

意見之基礎

本核數師已按照香港會計師公會所頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與賬目所載數額及披露事項有關之憑證，亦包括評審董事於編製賬目時所作之重大估計和判斷，所採用之會計政策是適合 貴公司與 貴集團之具體情況，及有否貫徹應用並足夠披露該等會計政策。

AUDITORS' REPORT (CONTINUED)

核數師報告 (續)

Basis of opinion (CONTINUED)

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

Opinion

In our opinion, the accounts give a true and fair view of the state of affairs of the Company and the Group as at 31st March 2001 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 28th July 2001

意見之基礎 (續)

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需之資料及解釋為目標，以便獲得充分憑證，就該等賬目是否存有重大錯誤陳述，作出合理之確定。在作出意見時，本核數師亦已評估該等賬目所載之資料在整體上是否足夠。本核數師相信我們之審核工作已為下列意見提供合理之基礎。

意見

本核數師認為，上述之賬目足以真實兼公平地顯示貴公司與貴集團於二零零一年三月三十一日結算時之財務狀況，及貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

羅兵咸永道會計師事務所

香港執業會計師

香港，二零零一年七月二十八日

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31st March 2001

綜合損益表

截至二零零一年三月三十一日止年度

		Note	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
		附註		
Turnover	營業額	2	1,439,369	1,316,614
Cost of goods sold	銷售成本		(804,788)	(857,291)
Gross Profit	毛利		634,581	459,323
Other revenues	其他收益	2	44,150	39,811
Staff costs	職工成本		(263,430)	(193,408)
Depreciation and amortisation	折舊及攤銷		(49,893)	(38,904)
Other operating expenses	其他經營費用		(266,870)	(187,620)
Operating profit before store closure costs	未計店舖關閉費用前之 經營溢利	3	98,538	79,202
Store closure costs	店舖關閉費用		(13,253)	—
Finance costs	財務費用	4	(266)	(190)
Profit before taxation	除稅前溢利	2	85,019	79,012
Taxation	稅項	5	(7,746)	(5,516)
Profit after taxation	除稅後溢利		77,273	73,496
Minority interests	少數股東權益		(2,095)	—
Profit attributable to shareholders	股東應佔溢利	6	75,178	73,496
Dividends	股息	7	66,632	67,629
Earnings per share	每股盈利			
— Basic	— 基本	8(a) & (b)	5.6 cents 仙	5.4 cents 仙
— Diluted	— 攤薄	8(a) & (c)	5.6 cents 仙	5.4 cents 仙

CONSOLIDATED
BALANCE SHEET

As at 31st March 2001

綜合資產負債表

二零零一年三月三十一日

		Note	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
		附註		
Fixed assets	固定資產	11	153,199	132,609
Intangible assets	無形資產	13	1,595	3,410
Deposit for investment in subsidiaries	投資附屬公司按金	27	9,000	—
Investment securities	投資證券		1,070	870
Current assets	流動資產			
Inventories	存貨		316,670	265,493
Trade receivable	應收賬款	14	11,178	7,785
Other receivables, deposits and prepayments	其他應收款項、 按金及預付款項	15	87,943	43,850
Tax recoverable	可退回稅項	5(b)	7	53
Cash and bank balances	現金及銀行結存	25	594,810	774,386
			1,010,608	1,091,567
Current liabilities	流動負債			
Trade and bills payables	應付賬款及票據	16	60,126	67,920
Other payables and accrued charges	其他應付賬款及應計費用		43,716	25,919
Current portion of receipts in advance	預收款項之流動負債部份	19	70,619	—
Taxation payable	應付稅項	5(c)	5,564	6,856
Current portion of obligations under finance leases/hire purchase contracts	融資租約／租購合約 承擔之流動負債部份	20	237	764
Bank overdrafts — secured	銀行透支—有抵押	25	1,757	—
Proposed dividend	擬派股息		53,535	54,210
			235,554	155,669
Net current assets	淨流動資產		775,054	935,898
			939,918	1,072,787
Financed by:	資本來源:			
Share capital	股本	17	133,720	135,660
Reserves	儲備	18	757,871	932,272
Total capital and reserves	資本及儲備總額		891,591	1,067,932
Minority interests	少數股東權益		(32,181)	—
Non-current liabilities	非流動負債			
Long term portion of receipts in advance	預收款項之長期負債部份	19	73,036	—
Obligations under finance leases	融資租約之承擔	20	353	—
Deferred taxation	遞延稅項	21	2,041	4,855
Provision for long service payments	長期服務金撥備		5,078	—
			80,508	4,855
			939,918	1,072,787

代表董事會

On behalf of the Board

郭少明

Kwok Siu Ming, Simon

董事

Director

金樂琦

King, Roger

董事

Director

BALANCE SHEET
As at 31st March 2001
資產負債表
二零零一年三月三十一日

		Note	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
		附註		
Subsidiaries	附屬公司	12	787,459	636,386
Investment securities	投資證券		950	750
Current assets	流動資產			
Other receivables, deposits and prepayments	其他應收款項、 按金及預付款項	15(b)	8,832	4,575
Cash and bank balances	現金及銀行結存		446,140	607,359
			454,972	611,934
Current liabilities	流動負債			
Amounts due to subsidiaries	欠附屬公司款項		1,481	1,066
Other payables and accrued charges	其他應付賬款及應計費用		999	569
Proposed dividend	擬派股息		53,535	54,210
			56,015	55,845
Net current assets	淨流動資產		398,957	556,089
			1,187,366	1,193,225
Financed by:	資本來源:			
Share capital	股本	17	133,720	135,660
Reserves	儲備	18	1,053,646	1,057,565
Total capital and reserves	資本及儲備總額		1,187,366	1,193,225

代表董事會
On behalf of the Board

郭少明
Kwok Siu Ming, Simon
董事
Director

金樂琦
King, Roger
董事
Director

CONSOLIDATED
CASH FLOW STATEMENT

For the year ended 31st March 2001

綜合現金流量表

截至二零零一年三月三十一日止年度

		Note 附註	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Net cash inflow from operating activities	經營業務之現金流入淨額	22(a)	33,131	233,385
Returns on investments and servicing of finance	投資回報及融資支出			
Interest received	已收利息		38,322	37,113
Interest paid	已付利息		(80)	(39)
Interest element of finance leases/hire purchase contracts	融資租約／租購合約 利息部份		(186)	(151)
Dividends paid	已付股息		(67,307)	(67,842)
Net cash outflow from returns on investments and servicing of finance	投資回報及融資支出 之現金流出淨額		(29,251)	(30,919)
Taxation	稅項			
Hong Kong profits tax (paid)/refunded	(已繳)／退回香港利得稅		(11,691)	7,715
Overseas tax paid	已繳海外稅項		(1,940)	(1,429)
Tax (paid)/refunded	(已繳)／退回稅項		(13,631)	6,286
Investing activities	投資業務			
Purchase of fixed assets	購買固定資產		(61,970)	(16,849)
Proceeds from the sale of fixed assets	出售固定資產收益		637	365
Additions to intangible assets	無形資產增加		—	(150)
Addition to deposit for investment in subsidiaries	投資附屬公司按金增加		(9,000)	—
Addition to investment securities	投資證券增加		(200)	—
Purchase of subsidiaries (net of cash and cash equivalents)	購買附屬公司 (扣除現金及現金等值項目) 22(b)		(75,156)	—
Net cash outflow from investing activities	投資業務之現金流出淨額		(145,689)	(16,634)
Net cash (outflow)/inflow before financing	融資前之現金(流出)／ 流入淨額		(155,440)	192,118
Financing	融資	22(c)		
Proceeds from exercise of share options	行使購股權收益		1,050	—
Proceeds from issue of shares	發行股份收益		—	7,800
Expenses incurred in connection with issue of shares	發行新股費用		—	(8)
Repurchase of own shares	購回本身股份		(23,417)	—
Repayment of bank loan	償還銀行貸款		(1,000)	—
Repayment of capital element of finance leases/ hire purchase contracts	償還融資租約／ 租購合約之資本部份		(1,409)	(745)
Net cash (outflow)/inflow from financing	融資業務之現金(流出)／ 流入淨額		(24,776)	7,047
(Decrease)/increase in cash and cash equivalents	現金及現金等值項目 (減少)／增加		(180,216)	199,165
Cash and cash equivalents at 1st April	於四月一日之現金及 現金等值項目		774,386	570,244
Effect of foreign exchange rate changes	滙率變動之影響		(1,117)	4,977
Cash and cash equivalents at 31st March	於三月三十一日之現金及 現金等值項目		593,053	774,386
Analysis of balances of cash and cash equivalents	現金及現金等值項目結存 之分析			
Cash and bank balances	現金及銀行結存		594,810	774,386
Bank overdrafts	銀行透支		(1,757)	—
			593,053	774,386

CONSOLIDATED STATEMENT OF
RECOGNISED GAINS AND LOSSES

For the year ended 31st March 2001

綜合已確認收益及虧損報表

截至二零零一年三月三十一日止年度

		Note	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
		附註		
Exchange differences arising on translation of the accounts of overseas subsidiaries	海外附屬公司賬目之 換算差額	18(a)	(3,374)	5,986
Net (losses)/gains not recognised in the consolidated profit and loss account	未於綜合損益賬中確認 之淨(虧損)/收益		(3,374)	5,986
Profit for the year	本年度溢利		75,178	73,496
Goodwill directly eliminated to reserves	於儲備中直接抵銷之商譽	18(a)	(159,429)	—
Total recognised (losses)/gains	已確認(虧損)/收益總額		(87,625)	79,482

NOTES TO THE ACCOUNTS

賬目附註

I. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated accounts are set out below:

(a) Basis of preparation

The accounts have been prepared under the historical cost convention as modified by the revaluation of leasehold land and buildings, in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants.

(b) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March. All significant intercompany transactions and the balances within the Group are eliminated on consolidation.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective dates of acquisition or up to the effective dates of disposal. The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill or capital reserve which was not previously charged or recognised in the consolidated profit and loss account.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the Company's balance sheet, the investment in subsidiaries are stated at cost less provision made to the extent that the directors consider significant permanent diminution in value has taken place. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

I. 主要會計政策

本綜合賬目乃按以下各主要會計政策編製：

(a) 編製基準

本賬目乃按照歷史成本常規法編製，惟就租賃土地及樓宇之重估而予以修訂。賬目並依據香港普遍採納之會計原則及香港會計師公會頒佈之會計準則編製。

(b) 綜合基準

綜合賬目包括本公司及其全部附屬公司截至三月三十一日止之賬目。集團內部之一切重大交易及結餘已於綜合賬目時對銷。

本年度內收購或售出之附屬公司業績由其收購生效日期或截至售出生效日期止計算在綜合損益賬內。出售附屬公司之溢利或虧損指出售收益與本集團所佔淨資產（連同未於綜合損益賬扣除或確認之商譽或資本儲備）兩者之差額。

少數股東權益指集團以外股東在附屬公司內應佔營運業績及資產淨值之權益。

於本公司資產負債表內附屬公司之投資按成本減董事會認為已出現之重大永久減值準備列賬。附屬公司之業績在本公司賬內是以已收及應收之股息計算。

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(c) Goodwill

Goodwill, which represents the excess of purchase consideration over the fair values ascribed to the net assets of subsidiaries acquired and is taken to reserves in the year of acquisition.

(d) Revenue recognition

Revenue from the sale of goods is recognised on the transfer of ownership, which generally coincides with the time of cash receipt for retail sale or the time of delivery for wholesale sale.

Revenue from health club represents membership fee and service fee income in connection with the provision of physical fitness and beauty treatment service. Membership fee is recognised immediately in the month in which payment is received, whereas service fee is amortised on a systematic basis in accordance with service usage over a period of five years.

Slide display rental income is recognised on a time proportion basis.

Interest income is recognised on a time proportion basis, taking into account the principals outstanding and interest rates applicable.

I. 主要會計政策 (續)

(c) 商譽

商譽是指收購附屬公司所支付之購買價超逾所收購附屬公司淨資產之公平價值之差額，並於收購年內於儲備中抵銷。

(d) 收益確認

銷售品之收益於擁有權移交時確認(如屬零售銷售，通常為收取現金之時，如屬批發銷售，通常為付運之時)。

健美中心之收益指與提供健身及美容服務相關之會員費及服務費。會員費於收取付款的月份即時確認，而服務費則按服務提用於五年內作規律性攤銷。

幻燈片陳列租金收入按時間比例基準確認。

利息收入按時間比例基準確認，計入尚餘本金額及適用之利率。

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(e) Taxation

The charge of taxation is based on the results for the year as adjusted for items which are non assessable or disallowable. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the accounts. The deferred tax effect of timing differences, computed under the liability method, is recognised in the accounts to the extent that it is probable a liability or an asset will crystallise in the foreseeable future.

(f) Fixed assets

(i) Leasehold land and buildings

Leasehold land and buildings are stated at cost or valuation, being fair value at the date of revaluation, less subsequent accumulated depreciation or amortisation. Fair value is the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction, and is determined on the basis of existing use.

It is the Group's policy to review regularly the fair value of fixed assets based on independent professional valuations. If the fair value is in excess of the carrying amount of the relevant asset, the surplus is credited to the revaluation reserve to the extent that it is not covered by deficits arising on prior valuations of that asset which have been previously charged to the profit and loss account. If the fair value is less than the carrying amount of the relevant asset the deficit is charged to the profit and loss account to the extent that it is not covered by surpluses arising on prior valuations of that same asset which have been previously credited to the revaluation reserve.

I. 主要會計政策 (續)

(e) 稅項

稅項乃根據年度業績而計算，並就免課稅或不獲寬減之項目作出調整。部分收支項目因在稅務上及賬目上計入不同年度而引致時差。倘時差對稅項之影響可能在可見將來產生負債或資產，則採用負債法計算，並在賬目中確認。

(f) 固定資產

(i) 租賃土地及樓宇

租賃土地及樓宇按原值或估值(即重估日期之公平價值)減其後之累積折舊或攤銷列賬。公平價值指在知情自願人士之公平交易中，某項資產可換取之金額，該價值按資產現時用途釐定。

按照本集團政策，本集團會尋求獨立專業估值定期檢討固定資產之公平價值。倘某項資產之公平價值高於其賬面值，而該資產於先前估值時所產生且原先已於損益賬中扣除之虧損不足以彌補該盈餘，則有關盈餘將列入重估儲備內。倘某項資產之公平價值低於其賬面值，而該資產於先前估值所產生具原先已列入重估儲備之盈餘不足以彌補該虧損，則有關虧損將於損益賬中扣除。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(f) Fixed assets (continued)

(ii) Amortisation of leasehold land

Leasehold land is amortised to write off its cost or valuation over the unexpired period of the lease on a straight line basis. The principal annual rate used for this purpose is 1.96%.

(iii) Depreciation of leasehold buildings and leasehold improvements

Leasehold buildings and leasehold improvements are depreciated to write off their cost or valuation on the straight line basis over the unexpired periods of the leases or their estimated useful lives of the Group whichever is shorter. The principal annual rates used for this purpose are:

Leasehold buildings	5%
Leasehold improvements	15% — 33.3%

(iv) Other tangible fixed assets

Other tangible fixed assets are stated at cost less accumulated depreciation. Other tangible fixed assets are depreciated at rates sufficient to write off their cost on the straight line basis over their estimated useful lives to the Group. The principal annual rates used for this purpose are:

Equipment, furniture and fixtures	15% — 33.3%
Machinery and club equipment	15% — 20%
Motor vehicles	20% — 25%
Motor boat	20%

I. 主要會計政策 (續)

(f) 固定資產 (續)

(ii) 租賃土地之攤銷

租賃土地之攤銷乃按租約所餘年期以直線法撇銷其原值或估值，為此所採用之主要年率為1.96%。

(iii) 租賃樓宇及租賃物業裝修之折舊

租賃樓宇及租賃物業裝修之折舊乃按租約所餘年期或其對本集團之估計可使用年期(取其較短者)撇銷其原值或估值，為此所採用之主要年率為：

租賃樓宇	5%
租賃物業裝修	15% — 33.3%

(iv) 其他有形固定資產

其他有形固定資產按成本值減去累積折舊列賬。其他有形固定資產之折舊乃將資產成本值按其於本集團之預計可使用年期及相應年率以直線法撇銷。為此所採用之主要折舊年率為：

設備、傢俬及裝置	15% — 33.3%
會所器材及設備	15% — 20%
汽車	20% — 25%
汽船	20%

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(f) Fixed assets (continued)

(v) Impairment of fixed assets

The carrying amounts of fixed assets are reviewed regularly to assess whether their recoverable amounts have declined below their carrying amounts. Expected future cash flows have not been discounted in determining the recoverable amounts.

(vi) Gain or loss on disposal of fixed assets

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained profits and is shown as a movement in reserves.

(vii) Cost of restoring and improving fixed assets

Major costs incurred in restoring fixed assets to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their estimated useful lives to the Group.

I. 主要會計政策 (續)

(f) 固定資產 (續)

(v) 固定資產之減值

固定資產之賬面值定期予以檢討，以評估其可收回金額是否已跌至低於其賬面值。在釐定可收回金額時，預期未來之現金流量並無折現計算。

(vi) 出售固定資產之損益

出售一項固定資產之損益乃出售所得款項淨額與有關資產賬面值之差額，並於損益賬內確認。有關資產應佔之任何餘下重估儲備結餘則撥往保留溢利，且列作儲備變動。

(vii) 修復及改良固定資產之費用

修復固定資產至正常運作狀況所產生之主要費用於損益賬內扣除。改良資產所產生之費用則資本化及按其對本集團之預計可使用年期作出折舊。

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(g) Assets under leases

(i) Finance assets

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the inception of the leases at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on the capital balances outstanding. The corresponding rental obligations, net of finance charges, are included in long-term liabilities. The finance charges are charged to the profit and loss account over the lease periods.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives or the lease periods.

(ii) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

(h) Intangible assets

Expenses incurred by the Group in respect of registering the Group's trademarks in various locations are amortised, using the straight-line method, over periods not exceeding three years starting from the date of commencement of operations.

I. 主要會計政策 (續)

(g) 租賃資產

(i) 融資資產

融資租賃是指將擁有資產之風險及回報基本上全部轉讓予集團之租賃。融資租賃在開始時按租賃資產之公平值或最低租賃付款之現值(以較低者為準)撥充資本。每期租金均以資本及財務費用分配,以達到固定之資本結欠額。相應租賃承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益賬中支銷。

以融資租約持有之資產按估計可使用年期或租約期(取較短者)計算折舊。

(ii) 經營租約

經營租約是指擁有資產之風險及回報基本上全部由出租公司保留之租賃。根據經營租賃作出之付款在扣除自出租公司收取之任何獎勵金後,於租賃期內以直線法在損益賬中支銷。

(h) 無形資產

本集團就各地註冊其商標產生之開支,以直線法由開業日期起不超過三年之期間內攤銷。

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(i) Investment securities

Investment securities representing the Group's interest in club debentures, are stated at cost less any provision for diminution in value.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities will be reduced to its fair value. The amount of the reduction is recognised as an expense in the profit and loss account.

(j) Inventories

Inventories comprise merchandise and are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. In general, costs are assigned to individual items on the weighted average basis. Net realisable value is the price at which inventories can be sold in the normal course of business after allowing for the costs of realisation.

(k) Trade receivable

Provision is made against trade receivable to the extent that they are considered to be doubtful. Trade receivable in the balance sheet are stated net of such provision.

I. 主要會計政策 (續)

(i) 投資證券

投資證券指本集團持有之會籍債券，按成本值減任何減值準備入賬。

個別投資之賬面值於每年結算日均予以檢討，以評估其公平價值是否已跌至低於賬面值。假如下跌並非短期性，則有關投資之賬面值將削減至其公平價值。削減之款額在損益賬中列作開支。

(j) 存貨

存貨指商品，按成本值及可變現淨值(取較低者)入賬。

成本值指存貨之發票原值。一般而言，成本值按加權平均基準分攤至個別項目。可變現淨值為存貨在扣除變現成本後在一般業務程序中可出售之價格。

(k) 應收貨款

對收回應收貨款存疑時將作撥備。資產負債表之應收貨款乃在扣除該等撥備後入賬。

I. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(l) Translation of foreign currencies

Transactions in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising therefrom are dealt with in the consolidated profit and loss account.

The accounts of subsidiaries expressed in foreign currencies are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising are dealt with as a movement in exchange fluctuation reserve.

The gains or losses arising from forward contracts which are used to provide a hedge against the Group's net investments in foreign subsidiaries are offset, as a reserve movement, against those exchange differences arising from the translation of the net investments and the discount and premium on the forward contracts are taken to reserves with the gains or losses.

(m) Retirement benefit costs

The Group's contributions to the defined contribution retirement scheme are expensed as incurred and where appropriate, are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The assets of the scheme are held separately from those of the Group in an independently administered fund.

(n) Borrowing costs

All borrowing costs are charged to the profit and loss account in the year which they are incurred.

I. 主要會計政策 (續)

(l) 外幣換算

外幣交易按交易日之匯率換算為港元。以外幣結算之貨幣資產及負債按資產負債表結算日之匯率換算為港元列賬。由此產生之滙兌差額計入綜合損益賬內。

附屬公司之外幣賬目按資產負債表結算日之匯率換算為港元。由此產生之滙兌差額列作外滙波動儲備之變動。

用以對沖本集團於海外附屬公司之淨投資之遠期合約所產生之盈虧，乃作為儲備變動，與換算淨投資時出現之滙兌差額對銷，而遠期合約之折讓或溢價則連同收益或虧損在儲備中列賬。

(m) 退休金支出

本集團為一項界定供款退休金計劃所供款項於產生期間支銷，而員工因離職未能全數提取所被沒收之供款額會用作減低僱主之供款額(如適用)。該項計劃之資產由一獨立基金管理，與本集團之資產分開持有。

(n) 借貸成本

所有借貸成本均於其產生年度在損益賬內支銷。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

2. REVENUE, TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in the retailing and wholesaling of a wide range of brand name cosmetic products and the provision of health club service to members. Revenues recognised during the year are as follows:

2. 收益、營業額及分類資料

本集團主要業務為從事多種品牌化妝品之零售及批發，及提供健美中心服務給予會員。年內確認之收益如下：

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Turnover	營業額		
Retail and wholesale	零售及批發	1,351,213	1,316,614
Health club service	健美中心服務	88,156	—
		1,439,369	1,316,614
Other revenues	其他收益		
Interest income	利息收入	38,161	35,049
Slide display rental income	幻燈片陳列租金收入	5,261	4,762
Sundry income	雜項收入	728	—
		44,150	39,811
		1,483,519	1,356,425

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

2. REVENUE, TURNOVER AND SEGMENT INFORMATION

(CONTINUED)

An analysis of the Group's turnover and profit before taxation for the year by principal activities and markets is as follows:

2. 收益、營業額及分類資料 (續)

本集團本年度之營業額及除稅前溢利按主要業務及市場分析如下：

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Principal activities	主要業務		
Turnover:	營業額：		
Retail and wholesale	零售及批發	1,351,213	1,316,614
Health club service	健美中心服務	88,156	—
		1,439,369	1,316,614
Profit before taxation:	除稅前溢利：		
Retail and wholesale	零售及批發	57,089	44,153
Health club service	健美中心服務	3,288	—
		60,377	44,153
Add: Net interest income	加：利息收入淨額	37,895	34,859
Less: Store closure costs	減：店舖關閉費用	(13,253)	—
		85,019	79,012
Principal markets	主要市場		
Turnover:	營業額：		
Hong Kong and Macau	香港及澳門	1,167,412	1,083,724
Taiwan	台灣	146,408	154,629
Singapore	新加坡	72,849	53,526
Malaysia	馬來西亞	40,669	24,735
Thailand	泰國	12,031	—
		1,439,369	1,316,614

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

2. REVENUE, TURNOVER AND SEGMENT INFORMATION

2. 收益、營業額及分類資料 (續)

(CONTINUED)

		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit before taxation:	除稅前溢利：		
Hong Kong and Macau	香港及澳門	71,724	52,603
Taiwan	台灣	(16,449)	(11,188)
Singapore	新加坡	2,930	1,628
Malaysia	馬來西亞	2,706	1,110
Thailand	泰國	(534)	—
		60,377	44,153
Add: Net interest income	加：利息收入淨額	37,895	34,859
Less: Store closure costs	減：店舖關閉費用	(13,253)	—
		85,019	79,012

3. OPERATING PROFIT BEFORE STORE CLOSURE COSTS

3. 未計店舖關閉費用前之經營溢利

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Operating profit before store closure costs is stated after crediting and charging the following:	未計店舖關閉費用前之經營溢利已計入及扣除下列項目：		
Crediting	計入		
Net exchange gain	滙兌盈利淨額	—	1,544
Gain on disposal of fixed assets	出售固定資產溢利	491	257
Write back of provision for doubtful debts	撥回呆賬準備	125	—

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

3. OPERATING PROFIT BEFORE STORE CLOSURE COSTS

(CONTINUED)

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Charging	扣除		
Auditors' remuneration	核樓師酬金	1,375	1,098
Amortisation of intangible assets	無形資產攤銷	1,685	1,820
Depreciation of owned fixed assets	自置固定資產折舊	48,044	36,158
Depreciation of fixed assets held under finance leases/hire purchase contracts	按融資租約／租購合約 持有之固定資產折舊	164	926
Operating lease rentals in respect of	經營租約租金		
— land and buildings	— 土地及樓宇	137,353	120,447
— machinery and club equipment	— 會所器材及設備	472	—
Net exchange loss	滙兌虧損淨額	2,691	—
Retirement benefit costs (note 10)	退休金支出(附註10)	7,781	4,750
Provision for slow moving inventories	滯銷存貨撥備	1,604	6,000
Provision for doubtful debts	呆賬撥備	—	1,058
Write off of fixed assets	固定資產撇賬	2,101	—

4. FINANCE COSTS

4. 財務費用

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on bank loans and overdrafts wholly repayable within five years	全數需於五年內償還銀行貸款 及透支之利息	80	39
Interest on finance leases/hire purchase contracts	融資租約／租購合約之利息	186	151
		266	190

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註(續)

5. TAXATION

- (a) The amount of taxation charged to the consolidated profit and loss account represents:

5. 稅項

- (a) 在綜合損益表內扣除之稅項支出包括下列項目：

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong profits tax	香港利得稅		
Current	本年度	(7,181)	(6,383)
Over/(under) provision in previous years	往年超額／(不足)撥備	3,949	(35)
Overseas taxation	海外稅項		
Current	本年度	(6,163)	(2)
Under provision in previous years	往年撥備不足	(1,641)	—
Deferred taxation (note 21(a))	遞延稅項(附註21(a))	3,290	904
		(7,746)	(5,516)
Deferred taxation for the year has not been provided in respect of the following:	本年度未撥備之遞延稅項為：		
Accelerated depreciation allowance	加速折舊免稅額	(7,065)	1,034
Other timing differences	其他時差	6,406	7,407
		(659)	8,441

Hong Kong profits tax has been provided at the rate of 16% (2000: 16%) on the estimated assessable profits for the year. Taxation on overseas profits have been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

香港利得稅按本年度估計應課稅溢利以稅率16%(二零零零年：16%)計算。海外稅項按本年度估計應課稅溢利以集團營運國家之現行稅率計算。

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

5. TAXATION (CONTINUED)

(b) Tax recoverable in the balance sheet represents the amount of provisional tax paid less the amount of Hong Kong profits tax provided for the current and previous years.

(c) Taxation payable in the balance sheet represents the provision for Hong Kong profits tax and overseas tax less the amount of provisional tax paid for the current and previous years.

6. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of HK\$82,857,000 (2000: HK\$57,140,000).

7. DIVIDENDS

5. 稅項 (續)

(b) 資產負債表之可退回稅項指已付之暫繳稅扣除本年度及往年之香港利得稅準備。

(c) 資產負債表之應付稅項指本年度及往年之香港利得稅與海外稅項準備扣除已付之暫繳稅。

6. 股東應佔溢利

股東應佔溢利其中82,857,000港元(二零零零年: 57,140,000港元)已於本公司賬目內處理。

7. 股息

		Company	
		本公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interim, paid — 1.0 HK cents	已派中期股息—每股普通股1.0港仙		
(2000: 1.0 HK cents) per ordinary share	(二零零零年: 1.0港仙)	13,097	13,419
Final, proposed — 4.0 HK cents	擬派末期股息—每股普通股4.0港仙		
(2000: 4.0 HK cents) per ordinary share	(二零零零年: 4.0港仙)	53,535	54,210
		66,632	67,629

8. EARNINGS PER SHARE

(a) The calculation of basic and diluted earnings per ordinary share is based on the Group's profit attributable to shareholders of HK\$75,178,000 (2000: HK\$73,496,000).

8. 每股盈利

(a) 每股普通股基本及攤薄盈利乃根據本集團股東應佔盈利75,178,000港元(二零零零年: 73,496,000港元)計算。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

8. EARNINGS PER SHARE (CONTINUED)

- (b) The basic earnings per ordinary share is based on the weighted average of 1,348,769,893 (2000: 1,349,798,473) ordinary shares in issue during the year.
- (c) The diluted earnings per ordinary share is based on the weighted average of 1,348,769,893 (2000: 1,349,798,473) ordinary shares in issue during the year plus the weighted average of 1,946,024 (2000: 2,755,186) ordinary shares deemed to be issued at no consideration if all outstanding share options had been exercised.

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Fees	袍金	804	460
Basic salaries, housing allowances, other allowances and benefits in kind (notes (i) & (ii))	基本薪金、房屋津貼、其他津貼及實物利益 (附註(i)及(ii))	9,249	10,079
Directors' pension	董事退休金	451	573
		10,504	11,112
Benefit from share options exercised	行使購股權之利益	878	2,706

Directors' fees of HK\$804,000 (2000: HK\$460,000) were paid to independent non-executive directors.

8. 每股盈利 (續)

- (b) 每股普通股之基本盈利乃按於本年度已發行普通股之加權平均數1,348,769,893 (二零零零年：1,349,798,473) 股普通股計算。
- (c) 每股普通股之攤薄盈利乃按於本年度已發行普通股加權平均數1,348,769,893 (二零零零年：1,349,798,473) 股普通股連同假設現時所有仍未被行使之購股權已以無代價被行使而發行之普通股加權平均數1,946,024 (二零零零年：2,755,186) 股普通股一併計算。

9. 董事及高級管理人員之酬金

(a) 董事酬金

於本年付予本公司董事酬金總額如下：

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Fees	袍金	804	460
Basic salaries, housing allowances, other allowances and benefits in kind (notes (i) & (ii))	基本薪金、房屋津貼、其他津貼及實物利益 (附註(i)及(ii))	9,249	10,079
Directors' pension	董事退休金	451	573
		10,504	11,112
Benefit from share options exercised	行使購股權之利益	878	2,706

付予本公司獨立非執行董事之袍金總額達804,000港元 (二零零零年：460,000港元)。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS
(CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three directors (2000: four) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2000: one) individuals during the year are as follows:

		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Basic salaries, housing allowances, other allowances and benefits in kinds	基本薪金、房屋津貼、 其他津貼及實物利益	4,276	939
Pension contributions	退休金供款	67	60
		4,343	999

The emoluments fell within the following bands:

Emoluments bands
酬金範圍

	Number of individuals	
	人數	
	2001	2000
HK\$Nil — HK\$1,000,000	—	1
HK\$1,000,001 — HK\$1,500,000	1	—
HK\$2,500,001 — HK\$3,000,000	1	—
	2	1

9. 董事及高級管理人員之酬金 (續)

(b) 五位最高薪酬人士

於本集團五位最高薪酬人士中，三位(二零零零年：四位)為本公司董事。該等董事酬金已於上表列明。而餘下兩位(二零零零年：一位)人士於年內酬金總額如下：

介乎下列酬金範圍之僱員人數如下：

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(CONTINUED)

(c) A director's service agreement ("Service Agreement")

- (i) A Service Agreement was entered between the Company and a director on 2nd August 1999 and it was approved by the shareholders of the Company at an extraordinary general meeting on 14th September 1999. Pursuant to the terms set out in the Service Agreement, the director is entitled to the following:

(1) Remuneration shares

9,000,000 shares of the Company issued to the director at par, credited as fully paid, in lieu of cash remuneration during the term of appointment.

(2) Share Option A

The director would be granted an option to subscribe in aggregate up to 27,513,587 shares of the Company at a price of HK\$0.928 per share. 764,266 shares would be vested to the director on a monthly basis over three years. The exercise period for Share Option A is between 14th September 1999 to 2nd February 2007.

(3) Share Option B

The director was granted a right to subscribe in aggregate up to an amount of HK\$7,800,000 for the Company's shares at a price of HK\$0.928 per share, equivalent to 8,405,172 shares. The Share Option B had been exercised during the year ended 31st March 2000.

9. 董事及高級管理人員之酬金(續)

(c) 一位董事之服務協議(「服務協議」)

- (i) 本公司與一位董事於一九九九年八月二日簽訂一份服務協議，而該協議已於一九九九年九月十四日之本公司股東特別大會中獲股東批准。依該服務協議條款，該董事可獲得下列報酬：

(1) 酬金股份

本公司於該董事聘任期內以面值(已繳足)發行9,000,000股公司股份予該董事以代替現金酬金。

(2) 購股權A

該董事可獲公司授予總額共27,513,587股公司股份之購股權，認購價為每股0.928港元。該董事每月可得764,266股，為期三年。購股權A之行使期為一九九九年九月十四日至二零零七年二月二日。

(3) 購股權B

該董事獲公司授予以總金額最高7,800,000港元按每股0.928港元認購公司股份相等於8,405,172股。購股權B已於截至二零零零年三月三十一日止年度內行使。

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS
(CONTINUED)

(c) A director's service agreement ("Service Agreement")

(continued)

(ii) During the year and pursuant to the terms of the Service Agreement:

(1) 2,833,336 remuneration shares were issued to the director at par, the aggregate market value of which at the dates of issues was HK\$2,821,669 (notes 9(a)(i) and 17(a));

(2) 9,171,192 share options under Share Option A had been granted to the director. None were exercised during the year (note 17(c)).

(iii) Subsequent to the year end, a further of 3,057,064 share options had been granted to the director under Share Option A (note 17(c)).

(d) On 19th May 2000, 1,620,000 share options under the share option scheme were exercised by a director in accordance with the terms of the scheme (notes 9(a)(ii) and 17(b)).

(e) Subsequent to year end, 3,240,000 share options under the share option scheme were exercised by a director in accordance with the terms of the Scheme (note 17(b)(ii)).

9. 董事及高級管理人員之酬金 (續)

(c) 一位董事之服務協議 (「服務協議」) (續)

(ii) 年內依該服務協議條款：

(1) 本公司以面值發行2,833,336酬金股份予該董事，該等股份於各發行日之總市值為2,821,669港元(附註9(a)(i)及17(a))；

(2) 依購股權A，該董事獲授予9,171,192購股權。該等購股權於年內並無被行使(附註17(c))。

(iii) 年結日後，本公司依購股權A再授予該董事3,057,064購股權(附註17(c))。

(d) 於二零零零年五月十九日，一位董事依購股權計劃之條款行使1,620,000購股權(附註9(a)(ii)及17(b))。

(e) 年結日後，一位董事依購股權計劃之條款行使3,240,000購股權(附註17(b)(ii))。

10. RETIREMENT BENEFIT SCHEME

Prior to 1st December 2000, the Group, with exception to certain subsidiaries, operated a defined contribution retirement benefit scheme (the "Scheme") for its employees in Hong Kong. The Scheme is administered by independent trustees. Under the Scheme, the employees are required to contribute 4% to 5% of their monthly salaries, while the employer's contributions are calculated at a range of 4% to 7% of employee's monthly salaries. The employees are entitled to 100% of the employer's contributions after 10 years of completed service, or at a reduced scale after completion of three to nine years' service. The forfeited contributions are to be used to reduce the employer's contributions.

Prior to 1st December 2000, certain subsidiaries of the Group have, however, made provision for long service payments at 70% of the total theoretical long service payments to employees entitling to such payments upon retirement or termination of employment calculated by reference to the length of service and monthly salary in accordance with prevailing employment laws.

10. 退休金計劃

於二零零零年十二月一日以前，本集團(某些附屬公司除外)為其香港僱員推行界定供款制公積金計劃(「該計劃」)。該計劃由獨立信託人管理。按該計劃，僱員需按月薪百分之四至五供款，而僱主供款則按僱員月薪百分之四至七計算。僱員於服務滿十年後，可獲百分之百僱主供款，而服務滿三至九年，則以遞減比例計算。被沒收之供款將用作減低僱主供款。

於二零零零年十二月一日以前，某些附屬公司根據僱傭法例，按照服務年資及月薪，就退休或終止僱用時獲取長期服務金之僱員，按理論上長期服務金應付款項總額之百分之七十作出撥備。

10. RETIREMENT BENEFIT SCHEME (CONTINUED)

Since 1st December 2000, the Group in Hong Kong elected to contribute to the Mandatory Provident Fund Scheme (the "MPF Scheme") as detailed below:

With effect from 1st December 2000, the MPF Scheme was made compulsory as enforced by the Mandatory Provident Fund Schemes Authority of Hong Kong. The MPF Scheme is a defined contribution retirement benefit scheme administered by independent trustees. Under the MPF Scheme, both the employer and employees are required to contribute 5% of the employee's monthly salaries (capped at HK\$20,000). The employee can also choose to contribute at rate specified in the rules of the MPF Scheme whereby the employer's contribution is equal to the employee's contribution. Contributions from the employer equivalent to the contribution as specified at the rules of the MPF Scheme are 100% vested as soon as they are paid to the relevant MPF Scheme but all benefits derived from the mandatory contributions must be preserved until the employee reaches the retirement age of 65 subject to a few exceptions. As to the employer's contribution in excess of the portion vested in the MPF Scheme the employees are entitled to 100% of it after 10 years of completed service or at a reduced scale after completion of three to nine years' service. The forfeited contributions are to be used to reduce the employer's contribution.

The retirement benefit schemes for staff of the Group in other countries follow the local statutory requirements of the respective countries.

10. 退休金計劃 (續)

自二零零零年十二月一日起，本集團於香港選擇供款予強制性公積金計劃（「強積金計劃」），詳細如下：

自二零零零年十二月一日起，香港強制性公積金計劃管理局實施強積金計劃。強積金計劃為一項界定供款退休金計劃及由獨立信託人管理。在強積金計劃下，僱主及僱員均需按僱員月薪（以二萬港元為上限）百分之五作出供款。僱員亦可選擇以強積金計劃下指定之比率供款，而僱主之供款與僱員相同。僱主按強積金計劃投入規定供款後，其中強制性供款產生之所有權益，全數必須保留至僱員到達六十五歲退休年齡之時，但若干情況除外。僱員於服務滿十年後可獲得僱主為強積金額外供款之全數，而服務滿三至九年，則以遞減比例計算。被沒收之供款將用作減低僱主供款。

本集團於其他國家為僱員設立之退休金計劃遵照當地之法例規定。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

10. RETIREMENT BENEFIT SCHEME (CONTINUED)

During the year, the Group's retirement benefit scheme contributions are as follows:

10. 退休金計劃 (續)

年內，本集團之退休金計劃供款如下：

		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Gross employer's contributions	僱主供款總額	9,348	5,722
Less: Forfeited contributions utilised to reduce employer's contributions for the year	減：被沒收之供款額用以抵銷僱主本年度之供款額	(1,567)	(972)
Net employer's contributions charged to the consolidated profit and loss account	於綜合損益賬內扣除之僱主供款淨額	7,781	4,750

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註(續)

II. FIXED ASSETS — GROUP

II. 固定資產—本集團

		Leasehold land and buildings 租賃土地 及樓宇	Leasehold improve- ments 租賃物業 裝修	Equipment, furniture and fixtures 設備、 傢俬及 裝置	Machinery and club equipment 會所器材 及設備	Motor vehicles 汽車	Motor boat 汽船	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost or valuation	原值或估值							
At 1st April 2000	於二零零零年四月一日	55,190	98,648	55,231	—	5,337	4,630	219,036
Exchange adjustments	換算調整	—	(2,348)	(1,386)	(583)	(47)	—	(4,364)
Acquisition of subsidiaries	收購附屬公司	—	45,329	34,177	27,872	1,222	—	108,600
Additions at cost	添置—按原值	—	28,582	29,416	2,214	1,758	—	61,970
Write off	撇賬	—	(15,863)	(572)	—	(185)	—	(16,620)
Disposals	出售	—	—	(85)	(19)	(1,922)	—	(2,026)
At 31st March 2001	於二零零一年三月三十一日	55,190	154,348	116,781	29,484	6,163	4,630	366,596
Accumulated depreciation	累積折舊							
At 1st April 2000	於二零零零年四月一日	1,927	52,167	25,609	—	3,869	2,855	86,427
Exchange adjustments	換算調整	—	(1,431)	(1,093)	(491)	(24)	—	(3,039)
Acquisition of subsidiaries	收購附屬公司	—	40,078	32,774	20,137	583	—	93,572
Charge for the year	本年度支出	1,924	27,031	15,401	1,798	1,128	926	48,208
Write off	撇賬	—	(9,628)	(167)	—	(96)	—	(9,891)
Disposals	出售	—	—	(47)	(19)	(1,814)	—	(1,880)
At 31st March 2001	於二零零一年三月三十一日	3,851	108,217	72,477	21,425	3,646	3,781	213,397
Net book value	賬面淨值							
At 31st March 2001	於二零零一年三月三十一日	51,339	46,131	44,304	8,059	2,517	849	153,199
At 31st March 2000	於二零零零年三月三十一日	53,263	46,481	29,622	—	1,468	1,775	132,609

The analysis of the cost or valuation at 31st March 2001 of the above assets is as follows:

以上資產於二零零一年三月三十一日按原值或估值分析如下：

		Leasehold land and buildings 租賃土地 及樓宇	Leasehold improve- ments 租賃物業 裝修	Equipment, furniture and fixtures 設備、 傢俬及 裝置	Machinery and club equipment 會所器材 及設備	Motor vehicles 汽車	Motor boat 汽船	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At cost	按原值	—	154,348	116,781	29,484	6,163	4,630	311,406
At 1999 valuation	按一九九九年估值	55,190	—	—	—	—	—	55,190
		55,190	154,348	116,781	29,484	6,163	4,630	366,596

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

11. FIXED ASSETS — GROUP (CONTINUED)

- (a) The Group's leasehold land and buildings are situated in Hong Kong and held under medium term leases between 10 to 50 years.
- (b) The Group's leasehold land and buildings were revalued at 31st March 1999 on the basis of their open market value by Vigers Hong Kong Limited, an independent firm of chartered surveyors.
- (c) The carrying amount of land and buildings would have been HK\$72,814,000 (2000: HK\$75,844,000) had they been stated at cost less depreciation.
- (d) At 31st March 2001, cost of machinery and club equipment includes an amount of HK\$126,000 (2000: nil) in respect of assets under finance leases and the related accumulated depreciation amounts to HK\$9,000 (2000: nil).
- (e) At 31st March 2001, cost of motor vehicles includes an amount of HK\$1,096,000 (2000: nil) in respect of assets under finance leases and the related accumulated depreciation amounts to HK\$617,000 (2000: nil).

12. SUBSIDIARIES

11. 固定資產—本集團 (續)

- (a) 本集團位於香港之租賃土地及樓宇乃按10至50年中期租約持有。
- (b) 本集團之租賃土地及樓宇經由獨立專業估值師威格斯(香港)有限公司於一九九九年三月三十一日按公開市值基準重估。
- (c) 倘土地及樓宇按原值減折舊列賬，其賬面值將會為72,814,000港元(二零零零年：75,844,000港元)。
- (d) 於二零零一年三月三十一日，會所器材及設備之原值包括126,000港元(二零零零年：無)以融資租約持有之資產，而有關累積折舊為9,000港元(二零零零年：無)。
- (e) 於二零零一年三月三十一日，汽車之原值包括1,096,000港元(二零零零年：無)以融資租約持有之資產，而有關累積折舊為617,000港元(二零零零年：無)。

12. 附屬公司

		Company	
		本公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unlisted shares, at cost	非上市股份，按成本值	390	1
Amounts due from subsidiaries (note (b))	應收附屬公司之款項(附註(b))	787,069	636,385
		787,459	636,386

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

12. SUBSIDIARIES (CONTINUED)

- (a) Details of the Company's principal subsidiaries are set out in note 29 to the accounts.
- (b) The amounts due from subsidiaries are unsecured, interest-free and not repayable within twelve months from the balance sheet date.

12. 附屬公司 (續)

- (a) 本公司之主要附屬公司詳情載列於賬目附註 29。
- (b) 應收附屬公司之款項為無抵押、免息及毋須於結算日起計十二個月內償還。

13. INTANGIBLE ASSETS

13. 無形資產

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1st April	於四月一日	3,410	4,914
Exchange adjustments	換算調整	(130)	166
Additions	增加	—	150
Less: Amortisation for the year	減：本年度攤銷	(1,685)	(1,820)
At 31st March	於三月三十一日	1,595	3,410

The balances as at 31st March 2001 and 2000 represent the expenses incurred for registering the Group's trademarks in various locations.

於二零零一年及二零零零年三月三十一日之餘額為本集團在各地註冊其商標之開支。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

14. TRADE RECEIVABLE

Majority of the Group's turnover are cash or credit card sales. The aging analysis of trade receivable is as follows:

14. 應收賬款

本集團之營業額主要為現金及信用卡銷售。應收賬款之賬齡分析如下：

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
0 — 1 month	0—1個月	10,438	7,461
1 — 3 months	1—3個月	415	324
Over 3 months	超過3個月	325	—
		11,178	7,785

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

15. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

15. 其他應收款項、按金及預付款項

(a) Included in other receivables are loans to officers which are acquired in relation to the purchase of subsidiaries (note 22(b)). Particulars of these loans are as follows:

(a) 其他應收款項包括購入附屬公司時(附註22(b))引入之高級職員貸款，其詳細資料如下：

	(i)	(ii)
Name of borrower 借款人名稱	Platinum Corporation (Note) (附註)	Edwin John Phillips
Connected party 關連人士	Edwin John Phillips	N/A 不適用
Position 職位	Director of a subsidiary 附屬公司董事	Director of a subsidiary 附屬公司董事
Terms of the loans 貸款條款		
— Duration and repayment terms 借款期及清還條款	On or before 31st August 2001 二零零一年八月三十一日或之前	On or before 31st August 2001 二零零一年八月三十一日或之前
— Interest rate 利率	Interest free 免息	8.5% per annum 年息8.5厘
— Security 擔保	Unsecured 無抵押	Unsecured 無抵押
Balance of the loan 貸款餘額		
— At 31st March 2001 於二零零一年三月三十一日	HK\$22,090,000 22,090,000港元	HK\$498,000 498,000港元
— At 31st March 2000 於二零零零年三月三十一日	nil 無	nil 無
Maximum balance outstanding during the year 於年內最高欠額	HK\$22,090,000 22,090,000港元	HK\$498,000 498,000港元

At 31st March 2001, no receivable interest has been accrued for .

於二零零一年三月三十一日，並無預計應收利息。

Note: Mr. Edwin John Phillips is a 50% shareholder of Platinum Corporation.

附註：Edwin John Phillips 先生乃Platinum Corporation之百分之五十股東。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

15. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

(CONTINUED)

(b) Included in other receivables is a loan to Shenzhen Ebeca Enterprise Co. Limited ("Shenzhen Ebeca") of HK\$2,500,000. The loan is unsecured, interest bearing at 3 months Hong Kong bank deposit rate, and is repayable in 6 months from respective drawn down dates (i.e. 23rd September 2000 and 13th October 2000). The loan has been subsequently settled in May 2001.

Subsequent to the year end, Shenzhen Ebeca became the minority shareholder of Shenzhen Sa Sa Ebeca Enterprise Limited (details refer to note 27).

16. TRADE AND BILLS PAYABLES

The aging analysis of the trade and bills payables is as follows:

0 — 1 month	0 — 1個月
1 — 3 months	1 — 3個月
Over 3 months	超過3個月

15. 其他應收款項、按金及預付款項 (續)

(b) 其他應收款項包括，給予深圳市依貝佳實業有限公司(「深圳依貝佳」)2,500,000港元的貸款。該貸款無抵押，利息按香港銀行三個月存款息率計算，並需於個別提款日(即二零零零年九月二十三日及二零零零年十月十三日)起計六個月內清還。該貸款於年結日後在二零零一年五月已獲全數清還。

於年結日後，深圳依貝佳成為深圳莎莎依貝佳實業有限公司之少數股東(詳見附註27)。

16. 應付賬款及票據

應付賬款及票據之賬齡分析如下：

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
0 — 1 month	0 — 1個月	22,989	49,189
1 — 3 months	1 — 3個月	30,509	13,899
Over 3 months	超過3個月	6,628	4,832
		60,126	67,920

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

17. SHARE CAPITAL

17. 股本

		Company	
		本公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Authorised:	法定股本：		
8,000,000,000 ordinary shares of HK\$0.10 each	8,000,000,000普通股 每股面值0.10港元	800,000	800,000
Issued and fully paid:	已發行及繳足股本：		
1,337,203,172 (2000: 1,356,599,836) ordinary shares of HK\$0.10 each	1,337,203,172 (二零零零年：1,356,599,836) 普通股每股面值0.10港元	133,720	135,660

(a) During the year, a total of 2,833,336 ordinary shares were issued at par in lieu of cash remuneration (note 9(c)(ii)(1)) to a director pursuant to the terms of his Service Agreement.

(b) Share options under a share option scheme ("the Scheme")

Pursuant to the Scheme approved by the shareholders of the Company on 22nd May 1997, the Company's directors may, at their discretion, invite executive directors and full time employees of the Group to take up options to subscribe for shares in the Company subject to the terms and conditions stipulated therein. Details of the movements in share options of the Company during the year and the options outstanding at 31st March 2001 are set out as follows:

(a) 於本年度內，公司根據與一董事簽訂之服務協議條款以面值發行共2,833,336普通股予該董事以代替現金酬金(附註9(c)(ii)(1))。

(b) 購股權計劃(「該計劃」)之購股權

根據本公司股東於一九九七年五月二十二日批准之該計劃，本公司董事可酌情邀請本集團執行董事及全職僱員在該計劃條款及條件之規限下接納購股權。本公司年內購股權之變動及於二零零一年三月三十一日仍未獲行使之購股權詳情如下：

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

17. SHARE CAPITAL (CONTINUED)

17. 股本(續)

(b) Share options under a share option scheme
("the Scheme") (continued)

(b) 購股權計劃(「該計劃」)之購股權(續)

Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Options outstanding as at 31st March 2000 於二零零零年 三月三十一日 未獲行使 之購股權	Options granted during the year 於年內授 出之購股權	Options exercised during the year 於年內 已獲行使 之購股權	Options cancelled during the year 於年內 被註銷 之購股權 note (i) 附註(i)	Options outstanding as at 31st March 2001 於二零零一年 三月三十一日 未獲行使 之購股權
9th September 1997 一九九七年九月九日	HK\$2.01 2.01港元	9th September 1997 to 8th September 2007 一九九七年九月九日至 二零零七年九月八日	2,226,000	—	—	(418,000)	1,808,000
9th September 1997 一九九七年九月九日	HK\$2.01 2.01港元	8th September 1998 to 8th September 2007 一九九八年九月八日至 二零零七年九月八日	2,226,000	—	—	(418,000)	1,808,000
9th September 1997 一九九七年九月九日	HK\$1.90 1.90港元	8th September 1998 to 8th September 2007 一九九八年九月八日至 二零零七年九月八日	8,018,000	—	—	(920,000)	7,098,000
7th May 1999 一九九九年五月七日	HK\$0.648 0.648港元	7th May 1999 to 6th May 2009 一九九九年五月七日至 二零零九年五月六日	4,860,000	—	(1,620,000) note (9(d)) 附註(9(d))	—	3,240,000 note (ii) 附註(ii)
10th April 2000 二零零零年四月十日	HK\$1.25 1.25港元	30th September 2002 to 10th April 2010 二零零二年九月三十日至 二零一零年四月十日	—	3,194,000	—	—	3,194,000 note (iii) 附註(iii)
14th April 2000 二零零零年四月十四日	HK\$1.22 1.22港元	14th April 2003 to 14th April 2010 二零零三年四月十四日至 二零一零年四月十四日	—	323,000	—	—	323,000 note (iii) 附註(iii)
14th June 2000 二零零零年六月十四日	HK\$0.96 0.96港元	14th June 2003 to 14th June 2010 二零零三年六月十四日至 二零一零年六月十四日	—	229,000	—	—	229,000
19th June 2000 二零零零年六月十九日	HK\$0.94 0.94港元	19th June 2003 to 19th June 2010 二零零三年六月十九日至 二零一零年六月十九日	—	217,391	—	—	217,391
21st June 2000 二零零零年六月二十一日	HK\$0.93 0.93港元	21st June 2001 to 21st June 2010 二零零一年六月二十一日至 二零一零年六月二十一日	—	504,000	—	—	504,000 note (iii) 附註(iii)
21st June 2000 二零零零年六月二十一日	HK\$0.93 0.93港元	21st June 2002 to 21st June 2010 二零零二年六月二十一日至 二零一零年六月二十一日	—	504,000	—	—	504,000 note (iii) 附註(iii)
19th July 2000 二零零零年七月十九日	HK\$0.92 0.92港元	19th July 2003 to 19th July 2010 二零零三年七月十九日至 二零一零年七月十九日	—	170,940	—	—	170,940
							19,096,331

17. SHARE CAPITAL (CONTINUED)

(b) Share options under a share option scheme
("the Scheme") (continued)

Note:

- (i) During the year, 1,756,000 share options were cancelled by the Company upon resignation of several employees in accordance with the terms of the Scheme.
- (ii) Subsequent to the year end, 3,240,000 share options were exercised by a director in accordance with the terms of the Scheme (note 9(e)).
- (iii) Subsequent to the year end, 3,701,000 share options were cancelled by the Company upon resignation of several employees in accordance with the terms of the Scheme.
- (iv) Subsequent to the year end, the following share options were granted to an employee of the Company:
 - (1) 196,078 share options granted on 4th June 2001 at an exercise price of HK\$0.68 per share which was to become exercisable for the period from 4th June 2002 to 4th June 2011.
 - (2) 196,078 share options granted on 4th June 2001 at an exercise price of HK\$0.68 per share which was to become exercisable for the period from 4th June 2003 to 4th June 2011.
 - (3) 196,079 share options granted on 4th June 2001 at an exercise price of HK\$0.68 per share which was to become exercisable for the period from 4th June 2004 to 4th June 2011.

17. 股本 (續)

(b) 購股權計劃 (「該計劃」) 之購股權 (續)

附註：

- (i) 於年內，因數位職員辭職，公司按該計劃條款註銷1,756,000購股權。
- (ii) 年結日後，一位董事按該計劃條款行使3,240,000購股權(附註9(e))。
- (iii) 年結日後，因數位職員辭職，公司按該計劃條款註銷3,701,000購股權。
- (iv) 年結日後，本公司授予一位僱員以下購股權：
 - (1) 於二零零一年六月四日以認購價每股0.68港元授出196,078購股權。行使期為二零零二年六月四日至二零一一年六月四日。
 - (2) 於二零零一年六月四日以認購價每股0.68港元授出196,078購股權。行使期為二零零三年六月四日至二零一一年六月四日。
 - (3) 於二零零一年六月四日以認購價每股0.68港元授出196,079購股權。行使期為二零零四年六月四日至二零一一年六月四日。

17. SHARE CAPITAL (CONTINUED)

- (c) Share options under a director's service agreement ("Service Agreement")

Details of share options granted by the Company to the director in accordance with the terms set out in the Service Agreement during the year and the options outstanding at 31st March 2001 are set out as follows:

Date of grant 授出日期	Subscription price per share 每股股份 認購價	Exercisable period 行使期	Options outstanding as at 31st March 2000 於二零零零年 三月三十一日 未獲行使 之購股權	Options granted during the year 於年內授 出之購股權	Options exercised during the year 於年內 已獲行使 之購股權	Options cancelled during the year 於年內 被註銷 之購股權	Options outstanding as at 31st March 2001 於二零零一年 三月三十一日 未獲行使 之購股權
14th September 1999 to 2nd March 2001 一九九九年九月十四日至 二零零一年三月二日	HK\$0.928 0.928港元	14th September 1999 to 2nd February 2007 一九九九年九月十四日至 二零零七年二月二日	5,349,862	9,171,192 (note 9 (c)(ii)(2)) (附註9 (c)(ii)(2))	—	—	14,521,054

Note:

Subsequent to the year end, a further of 3,057,064 share options were granted to the director (note 9(c)(iii)).

- (d) Repurchase of shares

During the year, the Company repurchased 23,850,000 of its own shares in the open market through the Stock Exchange of Hong Kong Limited, all of which have been duly cancelled. The total purchase price of the shares was HK\$23,417,373 with the maximum and minimum prices paid for each share being HK\$1.18 and HK\$0.76 respectively.

Subsequent to the year end, the Company repurchased 3,340,000 of its own shares in the open market through the Stock Exchange of Hong Kong Limited, all of which have been duly cancelled. The total purchase price of the shares was HK\$2,586,360 with the maximum and minimum prices paid for each share being HK\$0.78 and HK\$0.76 respectively.

17. 股本(續)

- (c) 一位董事之服務協議(「服務協議」)之購股權

本公司依該服務協議條款而授予該董事購股權及於二零零一年三月三十一日仍未獲行使之購股權詳情如下：

Options outstanding as at 31st March 2000 於二零零零年 三月三十一日 未獲行使 之購股權	Options granted during the year 於年內授 出之購股權	Options exercised during the year 於年內 已獲行使 之購股權	Options cancelled during the year 於年內 被註銷 之購股權	Options outstanding as at 31st March 2001 於二零零一年 三月三十一日 未獲行使 之購股權
5,349,862	9,171,192 (note 9 (c)(ii)(2)) (附註9 (c)(ii)(2))	—	—	14,521,054

附註：

年結日後，本公司再授予該董事3,057,064購股權(附註9(c)(iii))。

- (d) 回購股份

於年內，公司透過香港聯合交易所於公開市場購回23,850,000股本身股份，該等股份已全部註銷。回購該等股份之總代價為23,417,373港元，最高價及最低價分別為每股1.18港元及0.76港元。

於年結日後，公司透過香港聯合交易所於公開市場購回3,340,000股本身股份，該等股份已全部註銷。回購該等股份之總代價為2,586,360港元，最高價及最低價分別為每股0.78港元及0.76港元。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

18. RESERVES

18. 儲備

(a) Group

(a) 本集團

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元	Exchange fluctuation reserve 外滙波動 儲備 HK\$'000 港幣千元	Retained earnings 滾存溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April 1999 (note (i))	於一九九九年 四月一日 (附註(i))	749,853	1,572	(25,960)	188,003	913,468
Exercise of share options	行使購股權	6,959	—	—	—	6,959
Expenses incurred in relation to issue of shares	發行股份費用	(8)	—	—	—	(8)
Exchange differences	換算差額	—	—	5,986	—	5,986
Profit for the year	本年度溢利	—	—	—	73,496	73,496
Dividends	股息	—	—	—	(67,629)	(67,629)
At 31st March 2000 and 1st April 2000 (note (i))	於二零零零年 三月三十一日及 二零零零年四月一日 (附註(i))	756,804	1,572	(19,974)	193,870	932,272
Exercise of share options	行使購股權	888	—	—	—	888
Repurchase of own shares	購回本身股份	(21,032)	2,385	—	(2,385)	(21,032)
Goodwill eliminated	商譽撤銷	—	—	—	(159,429)	(159,429)
Exchange differences	換算差額	—	—	(3,374)	—	(3,374)
Profit for the year	本年度溢利	—	—	—	75,178	75,178
Dividends	股息	—	—	—	(66,632)	(66,632)
At 31st March 2001	於二零零一年三月 三十一日	736,660	3,957	(23,348)	40,602	757,871

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

18. RESERVES (CONTINUED)

(b) Company

		Capital redemption			Total
		Share premium	reserve	Retained earnings	
		股份溢價	資本贖回儲備	滾存溢利	總計
		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 1st April 1999 (note (i))	於一九九九年四月一日 (附註(i))	1,002,342	1,572	57,189	1,061,103
Exercise of share options	行使購股權	6,959	—	—	6,959
Expenses incurred in relation to issue of shares	發行股份費用	(8)	—	—	(8)
Profit for the year	本年度溢利	—	—	57,140	57,140
Dividends	股息	—	—	(67,629)	(67,629)
At 31st March 2000 and 1st April 2000 (note (i))	於二零零零年三月三十一日及二零零零年四月一日 (附註(i))	1,009,293	1,572	46,700	1,057,565
Exercise of share options	行使購股權	888	—	—	888
Repurchase of own shares	購回本身股份	(21,032)	2,385	(2,385)	(21,032)
Profit for the year	本年度溢利	—	—	82,857	82,857
Dividends	股息	—	—	(66,632)	(66,632)
At 31st March 2001	於二零零一年三月三十一日	989,149	3,957	60,540	1,053,646

Note:

- (i) The difference of the share premium account between the Group and the Company represents the premium arising from merger accounting of HK\$252,489,000 following the Group reorganisation in preparation for the listing of the Company in 1997.
- (ii) The Company had a distributable reserve, net of proposed dividends, of approximately HK\$1,049,689,000 (2000: HK\$1,055,993,000) at 31st March 2001.

18. 儲備(續)

(b) 本公司

		Capital redemption			Total
		Share premium	reserve	Retained earnings	
		股份溢價	資本贖回儲備	滾存溢利	總計
		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 1st April 1999 (note (i))	於一九九九年四月一日 (附註(i))	1,002,342	1,572	57,189	1,061,103
Exercise of share options	行使購股權	6,959	—	—	6,959
Expenses incurred in relation to issue of shares	發行股份費用	(8)	—	—	(8)
Profit for the year	本年度溢利	—	—	57,140	57,140
Dividends	股息	—	—	(67,629)	(67,629)
At 31st March 2000 and 1st April 2000 (note (i))	於二零零零年三月三十一日及二零零零年四月一日 (附註(i))	1,009,293	1,572	46,700	1,057,565
Exercise of share options	行使購股權	888	—	—	888
Repurchase of own shares	購回本身股份	(21,032)	2,385	(2,385)	(21,032)
Profit for the year	本年度溢利	—	—	82,857	82,857
Dividends	股息	—	—	(66,632)	(66,632)
At 31st March 2001	於二零零一年三月三十一日	989,149	3,957	60,540	1,053,646

附註：

- (i) 本集團股份溢價賬與本公司股份溢價賬之差額為252,489,000港元，乃一九九七年為籌備本公司上市而進行集團重組後，因合併會計所產生之溢價。
- (ii) 本公司於二零零一年三月三十一日可分派儲備(扣除擬派發股息後)約1,049,689,000港元(二零零零年：1,055,993,000港元)。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

19. RECEIPTS IN ADVANCE

19. 預收款項

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Total receipts in advance	預收款項總額	143,655	—
Less: Amounts payable within one year classified as current liabilities	減：一年內償還之款項， 列作流動負債	(70,619)	—
Amounts payable within the second to fifth years inclusive	第二年至第五年(包括首尾兩年) 償還之款項	73,036	—

20. OBLIGATIONS UNDER FINANCE LEASES/HIRE PURCHASE
CONTRACTS

20. 融資租約／租購合約之承擔

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Total obligations under finance leases/ hire purchase contracts	融資租約／租購合約之承擔總額	590	764
Less: Amounts payable within one year classified as current liabilities	減：一年內償還之款項， 列作流動負債	(237)	(764)
Amounts payable within the second to fifth years inclusive	第二年至第五年(包括首尾兩年) 償還之款項	353	—

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

21. DEFERRED TAXATION

(a) Movements on the provision for deferred taxation are as follows:

21. 遞延稅項

(a) 遞延稅項準備變動如下：

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1st April	於四月一日	4,855	5,759
Acquisition of subsidiaries	收購附屬公司	496	—
Exchange difference	換算差額	(20)	—
Transferred to consolidated profit and loss account (note 5(a))	撥入綜合損益賬(附註5(a))	(3,290)	(904)
At 31st March	於三月三十一日	2,041	4,855
Provided in the accounts in respect of:	已於賬目內就下列項目作出撥備：		
Accelerated depreciation allowance	加速折舊免稅額	3,964	4,855
Other timing differences	其他時差	(1,923)	—
		2,041	4,855

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

21. DEFERRED TAXATION (CONTINUED)

- (a) Movements on the provision for deferred taxation are as follows: (continued)

Deferred taxation (assets)/liabilities for the year have not been provided in respect of the following:

Accelerated depreciation allowance	加速折舊免稅額
Other timing differences	其他時差

- (b) No provision has been made for deferred tax liability in respect of the timing differences relating to the surplus and deficit from the revaluation of leasehold land and buildings of the Group. The revaluation does not constitute a timing difference for taxation purpose because the Group intends to operate these properties on a long-term basis.

21. 遞延稅項 (續)

- (a) 遞延稅項準備變動如下：(續)

於本年度，遞延稅(資產)/負債並無就下列項目作出撥備：

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Accelerated depreciation allowance	加速折舊免稅額	(5,748)	1,317
Other timing differences	其他時差	(1,407)	(7,813)
		(7,155)	(6,496)

- (b) 本集團並無就重估租賃土地及樓宇產生之盈虧之時差作出遞延稅項準備。由於本集團擬長期經營該等物業，故此就稅務而言，重估並不構成時差。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註(續)

22. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

22. 綜合現金流量表附註

(a) Reconciliation of profit before taxation to net cash inflow from operating activities

(a) 除稅前溢利與經營業務之現金流入淨額之對賬表

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit before taxation	除稅前溢利	85,019	79,012
Amortisation of intangible assets	無形資產攤銷	1,685	1,820
Depreciation of owned fixed assets	自置固定資產折舊	48,044	36,158
Depreciation of fixed assets held under finance leases/hire purchase contracts	按融資租約／租購合約持有之固定資產折舊	164	926
Gain on disposal of fixed assets	出售固定資產之溢利	(491)	(257)
Fixed assets written off	固定資產撇賬	6,729	—
(Increase)/decrease in inventories	存貨(增加)／減少	(47,227)	133,446
(Increase)/decrease in trade receivable, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項之(增加)／減少	(12,306)	13,281
(Decrease)/increase in trade payable, bills payable, other payables and accrued charges	應付賬款、票據、其他應付款項及應計費用之(減少)／增加	(6,272)	3,692
Decrease in receipts in advance	預收款項減少	(4,755)	—
Increase in provision for long service payments	長期服務金撥備增加	153	—
Interest income	利息收入	(38,161)	(35,049)
Interest on bank loans and overdrafts	銀行貸款及透支利息	80	39
Interest element of finance leases/hire purchase contracts	融資租約／租購合約利息部份	186	151
Shares granted to a director in lieu of cash remuneration	股份授予一董事以代替現金酬金	283	166
Net cash inflow from operating activities	經營業務之現金流入淨額	33,131	233,385

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

22. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

22. 綜合現金流量表附註(續)

(CONTINUED)

(b) Purchase of subsidiaries

(b) 購買附屬公司

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net liabilities acquired:	購入之淨負債：		
Fixed assets	固定資產	15,028	—
Inventories	存貨	3,950	—
Trade and other receivables	應收賬款及其他應收賬款	35,341	—
Cash and bank balances	現金及銀行結存	39,452	—
Trade and other payables	應付賬款及其他應付賬款	(16,275)	—
Receipts in advance	預收款項	(148,410)	—
Obligations under finance leases	融資租約承擔	(1,235)	—
Bank overdrafts	銀行透支	(3,515)	—
Taxation payable	應付稅項	(1,423)	—
Deferred taxation	遞延稅項	(496)	—
Bank loan	銀行貸款	(1,000)	—
Provision for long service payments	長期服務金撥備	(4,925)	—
Minority interests	少數股東權益	35,172	—
		(48,336)	—
Goodwill on consolidation (note)	綜合賬目商譽	159,429	—
		111,093	—
Satisfied by:	支付方法：		
Cash consideration	現金代價	109,217	—
Expenses incurred in respect of acquisition of subsidiaries	收購附屬公司費用	1,876	—
		111,093	—

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

22. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(CONTINUED)

(b) Purchase of subsidiaries (continued)

The subsidiaries acquired during the year contributed HK\$578,000 (2000: nil) to the Group's net operating cash inflow, received HK\$719,000 (2000: nil) in respect of the net returns on investments and servicing of finance, paid HK\$2,254,000 (2000: nil) in respect of taxation, utilised HK\$8,754,000 (2000: nil) for investing activities and paid HK\$1,647,000 (2000: nil) in respect of financing activities.

Analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries:

Cash consideration	現金代價	
Expenses incurred in respect of acquisition of subsidiaries	收購附屬公司費用	
Cash consideration paid	已付現金代價	
Cash and cash equivalents acquired	購入之現金及現金等值	
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司之現金及現金等值流出淨額	

Note: The goodwill amount is significantly different from that disclosed in the interim report for the period ended 30th September 2000 because prior year adjustment has been made in the accounts of the acquired subsidiaries for the period from 1st January 2000 to 31st March 2001, mainly resulted from the subsequent change in the basis of amortisation of service fee income.

22. 綜合現金流量表附註 (續)

(b) 購買附屬公司 (續)

於年內，新收購之附屬公司為本集團引入578,000港元(二零零零年：無)經營業務之現金流入淨額、719,000港元(二零零零年：無)投資回報及融資支出之現金流入淨額，繳付2,254,000港元(二零零零年：無)稅項，動用8,754,000港元(二零零零年：無)作投資業務及1,647,000港元(二零零零年：無)作融資活動。

收購附屬公司之現金及現金等值流出淨額分析：

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cash consideration	現金代價	109,217	—
Expenses incurred in respect of acquisition of subsidiaries	收購附屬公司費用	1,876	—
Cash consideration paid	已付現金代價	111,093	—
Cash and cash equivalents acquired	購入之現金及現金等值	(35,937)	—
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司之現金及現金等值流出淨額	75,156	—

附註：這商譽數目跟截至二零零零年九月三十日止之中期業績報告中所披露的有明顯差異，而這差異是由於期後年內計算服務費收入之攤銷方程式有所改變，導致被收購之附屬公司於二零零零年一月一日至二零零一年三月三十一日止期間的賬目中出現前期調整。

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

22. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

22. 綜合現金流量表附註(續)

(CONTINUED)

(c) Analysis of changes in financing during the year

(c) 年內融資變動分析

		Group 本集團			
		Share capital (including share premium) 股本(包括 股本溢價) HK\$'000 港幣千元	Minority interests 少數股東 權益 HK\$'000 港幣千元	Bank loan 銀行貸款 HK\$'000 港幣千元	Obligations under finance leases/hire purchase contracts 融資租約/ 租購合約 之承擔 HK\$'000 港幣千元
At 1st April 1999	於一九九九年 四月一日	884,506	—	—	1,509
Issue of shares, net of expenses	發行股份扣除費用 後淨額	7,958	—	—	—
Repayments	還款	—	—	—	(745)
At 31st March 2000 and 1st April 2000	於二零零零年三月 三十一日及 二零零零四月一日	892,464	—	—	764
Issue of shares, net of expenses (note 17(a))	發行股份扣除費用後 淨額(附註17(a))	283	—	—	—
Exercise of share options (note 17(b))	行使購股權 (附註17(b))	1,050	—	—	—
Repurchase of shares (note 17(d))	購回股份(附註17(d))	(23,417)	—	—	—
Acquisition of subsidiaries	收購附屬公司	—	(35,172)	1,000	1,235
Minority interests' share of profits	少數股東應佔溢利	—	2,095	—	—
Exchange difference	換算差額	—	896	—	—
Repayments	還款	—	—	(1,000)	(1,409)
At 31st March 2001	於二零零一年三月 三十一日	870,380	(32,181)	—	590

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註(續)

23. COMMITMENTS

(a) Capital commitments

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted but not provided for	已簽約但未作出撥備		
— acquisition of subsidiaries (note 27)	— 購買附屬公司(附註27)	29,374	—
— acquisition of fixed assets	— 購買固定資產	3,225	3,469
Authorised but not contracted for	已批准但未簽約		
— acquisition of fixed assets	— 購買固定資產	1,837	—

(b) Commitments under operating leases

As at 31st March 2001, the Group had commitments to make payments in the next twelve months under operating leases which expire as follows:

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Land and buildings	土地及樓宇		
Within one year	一年內	37,358	25,434
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	106,088	82,274
After the fifth year	第五年以後	9,513	—
		152,959	107,708
Machinery and club equipments	會所器材及設備		
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	1,497	—

23. 承擔

(a) 資本承擔

		Group	
		本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted but not provided for	已簽約但未作出撥備		
— acquisition of subsidiaries (note 27)	— 購買附屬公司(附註27)	29,374	—
— acquisition of fixed assets	— 購買固定資產	3,225	3,469
Authorised but not contracted for	已批准但未簽約		
— acquisition of fixed assets	— 購買固定資產	1,837	—

(d) 經營租約承擔

於二零零一年三月三十一日，本集團在未來十二個月需就下列期間屆滿之經營租約承擔付款：

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

24. CONTINGENT LIABILITIES

		Group 本集團	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Letter of credit issued	已發行信用證	19,461	14,296
Bank guarantees in lieu of deposits	銀行保證以代替按金	5,176	2,599
Forward contracts committed	已承諾期貨合同	743	1,845
		25,380	18,740

		Company 本公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Letter of credit issued	已發行信用證	19,461	14,296
Bank guarantees in lieu of deposits	銀行保證以代替按金	3,517	2,599
Forward contracts committed	已承諾期貨合同	—	1,845
		22,978	18,740

25. BANKING FACILITIES/PLEDGE OF ASSETS

- (a) As as 31st March 2001, the bank overdrafts of HK\$517,000 (2000: nil) of one of the Company's subsidiaries are secured by a cash deposit of HK\$605,000 (2000: nil).
- (b) The assets of certain subsidiaries are subject to fixed and floating charge to secure their general banking facilities, of which HK\$2,259,000 (2000: nil) has been utilised as at 31st March 2001.

24. 或然負債

25. 銀行信貸／資產抵押

- (a) 於二零零一年三月三十一日，本公司之附屬公司獲授予之517,000港元(二零零零年：無)銀行透支乃由一筆現金存款605,000港元(二零零零年：無)作抵押。
- (b) 某些附屬公司之資產被作為固定及浮動抵押，以取得其銀行信貸，其中2,259,000港元於二零零一年三月三十一日已被動用(二零零零年：無)。

26. RELATED PARTY TRANSACTIONS

On 2nd August 1999, the Company entered into a service agreement ("Service Agreement") with Mr. Roger King ("Mr. King") to appoint Mr. King as the president and chief executive officer of the Company. At the same time, Mr. King who was previously an independent non-executive director of the Company, has been appointed as an executive director of the Company. Pursuant to the Service Agreement, a total of 9,000,000 new shares in the Company will be issued to Mr. King as his remuneration over a period of three years and he will also be granted options to subscribe for shares in the Company in accordance with the terms set out in the Service Agreement. The Service Agreement had been approved by shareholders of the Company at an extraordinary general meeting dated 14th September 1999 (note 9(c)).

27. POST BALANCE SHEET EVENT

On 8th February 2001, Sa Sa (China) Holdings Limited ("Sa Sa China"), a wholly-owned subsidiary of the Company, entered into an agreement ("the Agreement") with Shenzhen Ebeca Enterprise Co. Limited ("Shenzhen Ebeca") for the transfer of the latter's entire business, certain assets and liabilities into a new company, to be called Shenzhen Sa Sa Ebeca Enterprise Limited ("the new company"). Sa Sa China would pay HK\$27,373,500 to Shenzhen Ebeca as consideration for that transfer and would have a 55% interest in the new company. An initial payment of HK\$9,000,000 was to be payable within two days upon signing of the agreement, the balance of HK\$18,373,500 was to be payable upon completion. Sa Sa China was also entitled to withhold HK\$7,000,000 from the balance payment, which was to be deposited into an escrow account opened with a law firm in Hong Kong. The amount would be released to Shenzhen Ebeca one year after completion only when certain conditions were fulfilled by Shenzhen Ebeca.

26. 有關連人士之交易

於一九九九年八月二日，本公司與金樂琦先生（「金先生」）簽訂一份服務協議（「服務協議」），聘請金先生為本公司之總裁及行政總裁。同時，金先生亦由本公司之獨立非執行董事轉為本公司之執行董事。依服務協議，本公司將於三年內發行新股份共9,000,000股予金先生作為酬金，及按服務協議所載之條款，金先生將獲授予購股權以認購本公司之股份。服務協議已於一九九九年九月十四日本公司特別股東大會獲股東批准（附註9(c)）。

27. 結算日後事項

於二零零一年二月八日，本公司之全資附屬公司莎莎(中國)控股有限公司（「莎莎中國」），與深圳市依貝佳實業有限公司（「深圳依貝佳」）達成協議（「該協議」），把後者之所有業務、若干資產及負債，轉至新公司，名為深圳莎莎依貝佳實業有限公司（「該新公司」）。莎莎中國將支付27,373,500港元予深圳依貝佳作為該轉讓之代價，以換取新公司百分之五十五股權。首期付款9,000,000港元需於合約簽訂後兩天內繳付，餘額18,373,500港元則需於協議完成時繳付。莎莎中國有權於存放在香港一家律師行所開戶之保存戶口內之餘額中扣留7,000,000港元。該金額可於協議完成一年後，在深圳依貝佳達到某些條件情況下，發放予深圳依貝佳。

NOTES TO THE ACCOUNTS (CONTINUED)

賬目附註 (續)

27. POST BALANCE SHEET EVENT (CONTINUED)

Pursuant to the Agreement, Sa Sa China had proceeded to completion on 30th June 2001 and had made the above-mentioned payments to the relevant parties accordingly. Subsequent to that, a capital injection in the sum of HK\$20,000,000 was made to the new company in proportion to the respective shareholdings of Sa Sa China and Shenzhen Ebeca.

28. ULTIMATE HOLDING COMPANY

The directors regard, Sunrise Height Incorporated, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

29. GROUP STRUCTURE

The following is a list of the principal subsidiaries at 31st March 2001:

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Alibaster Management Limited	British Virgin Islands 英屬處女群島	Trading and retailing of cosmetic and skin care products in Taiwan 於台灣買賣及零售 化妝品及護膚品	Ordinary US\$6,880,000 普通股 6,880,000美元	100%

27. 結算日後事項 (續)

按照該協議，莎莎中國已於二零零一年六月三十日進展至完成，並已將上述付款分別繳交予有關人士。期後，莎莎中國及深圳依貝佳按個別股權，投入20,000,000港元總額作為資金。

28. 最終控股公司

董事認為Sunrise Height Incorporated (於英屬處女群島註冊成立之公司) 為最終控股公司。

29. 集團架構

以下是於二零零一年三月三十一日主要附屬公司名單：

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

29. GROUP STRUCTURE (CONTINUED)

29. 集團架構 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Base Sun Investment Limited 鵬日投資有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
C.C.Trading Company Limited 詩詩貿易有限公司	Hong Kong 香港	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary HK\$2 普通股2港元	100%
Cyber Colors Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Docile Company Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Gig Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
* Hong Kong Sa Sa (M) Sdn. Bhd.	Malaysia 馬來西亞	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary RM20,000,000 普通股 馬幣20,000,000元	100%

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

29. GROUP STRUCTURE (CONTINUED)

29. 集團架構 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Lea Limited	Samoa 薩摩亞	Holding of trademarks 持有商標	Ordinary US\$1 普通股1美元	100%
Matford Trading Limited 美福貿易有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$6 普通股100港元 遞延股6港元	100%
Sa Sa Overseas Limited	British Virgin Islands 英屬處女群島	Holding of trademarks 持有商標	Ordinary US\$2 普通股2美元	100%
Sa Sa Cosmetic Company Limited 莎莎化妝品有限公司	Hong Kong 香港	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
* Sa Sa Cosmetic Co. (S) Pte Ltd.	Singapore 新加坡	Trading and retailing of cosmetic and skin care products 買賣及零售化妝品 及護膚品	Ordinary S\$19,500,000 普通股19,500,000 新加坡元	100%
Sa Sa dot Com Limited	Hong Kong 香港	E-commerce 網上商貿	Ordinary HK\$1,000,000 普通股 1,000,000港元	100%

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

29. GROUP STRUCTURE (CONTINUED)

29. 集團架構 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Sa Sa Information Technology Limited	British Virgin Islands 英屬處女群島	Provision of information technology services in Hong Kong 於香港提供資訊 科技服務	Ordinary US\$1 普通股1美元	100%
Sa Sa Investment Limited 莎莎投資有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 Deferred HK\$2 普通股100港元 遞延股2港元	100%
Sa Sa Property Limited 莎莎地產有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$100 普通股100港元	100%
Swiss Balance Limited	British Virgin Islands 英屬處女群島	Holding of club debentures 持有會籍債券	Ordinary US\$1 普通股1美元	100%
Suisse Programme Limited	Gibraltar 直布羅陀	Holding of trademarks 持有商標	Ordinary Gibraltar £100 普通股 100直布羅陀鎊	100%
Uni-fame Trading Limited 隆信貿易有限公司	Hong Kong 香港	Trading of cosmetic and skin care products 買賣化妝品及護膚品	Ordinary HK\$2 普通股2港元	100%

NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

29. GROUP STRUCTURE (CONTINUED)

29. 集團架構 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
Vance Trading Limited 榮森貿易有限公司	Hong Kong 香港	Property holding 物業持有	Ordinary HK\$400,100 Deferred HK\$1,600,000 普通股 400,100港元 遞延股 1,600,000港元	100%
* Lisbeth Enterprises Limited	Hong Kong 香港	Provision of health club services 提供健美中心服務	Ordinary HK\$120,000 普通股 120,000港元	58.33%
* Phillip Wain International (Singapore) Pte Limited	Singapore 新加坡	Provision of health club services 提供健美中心服務	Ordinary S\$100,000 普通股 100,000新加坡元	58.33%
* Phillip Wain (M) Sdn Bhd	Malaysia 馬來西亞	Provision of health club services 提供健美中心服務	Ordinary RM300,000 普通股 馬幣300,000元	58.33%



NOTES TO THE ACCOUNTS (CONTINUED)
賬目附註 (續)

29. GROUP STRUCTURE (CONTINUED)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Phillip Wain (Thailand) Limited	Thailand 泰國	Provision of health club services 提供健美中心服務	Ordinary Baht4,000,000 普通股 4,000,000泰株	58.33%

* Subsidiaries not audited by PricewaterhouseCoopers, Hong Kong. The aggregate net assets of subsidiaries not audited by PricewaterhouseCoopers, Hong Kong amounted to approximately 11% of the Group's total net assets.

The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

30. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 28th July 2001.

29. 集團架構 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation (if different from place of incorporation) 主要業務及 營業地點 (如與註冊 成立地點不同)	Particulars of issued share capital 已發行股本	Indirect interest held 間接 持有之權益
* Phillip Wain (Thailand) Limited	Thailand 泰國	Provision of health club services 提供健美中心服務	Ordinary Baht4,000,000 普通股 4,000,000泰株	58.33%

* 並非由羅兵咸永道會計師事務所審核之附屬公司。該等並非由羅兵咸永道會計師事務所審核之附屬公司之資產淨值總計約佔本集團總資產淨值11%。

根據董事之意見，上列乃主要影響本年度之業績或構成本集團主要資產淨值之附屬公司。詳列其他附屬公司之資料將令致篇幅過長。

30. 賬目之批准

董事局已於二零零一年七月二十八日批准本賬目。

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sa Sa International Holdings Limited (the “Company”) will be held at Picasso Suite, Level 2, Butterfield’s, Dorset House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Thursday, 30th August, 2001 at 11:00 a.m. for the following purposes:—

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March, 2001.
2. To declare a final dividend for the year ended 31st March, 2001.
3. To re-elect retiring directors and to fix their remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:—

ORDINARY RESOLUTIONS

A. “**THAT**:—

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the

茲通告莎莎國際控股有限公司(「本公司」)謹訂於二零零一年八月三十日(星期四)上午十一時假座香港鰂魚涌英皇道九七九號太古坊多盛大廈二樓Butterfield’s畢加索廳舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核綜合財務報表，以及董事會報告與核數師報告。
2. 宣派截至二零零一年三月三十一日止年度之末期股息。
3. 重選退任董事並釐定彼等之酬金。
4. 續聘核數師並授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過或經修訂後通過下述決議案為普通決議案：—

普通決議案

A. 「**動議**：

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事會於有關期間(定義見下文)行使本公司之一切權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予可能需要行使該項權力之建議、協議及購股權；
- (b) 上文(a)段之批准將授權本公司董事會於有關期間作出或授予可能須於有關期間屆滿後配發股份之建議、協議及購股權；
- (c) 本公司董事會根據上文(a)段批准配發或有條件或無條件同意配發(不論是否根據購股權或以其他形式配發)之股本

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED) 股東週年大會通告 (續)

directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:—

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:—

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong):"

面值總額，除根據配售新股(定義見下文)而發行之股份或根據本公司之購股權計劃而行使之購股權或根據本公司組織章程細則配發本公司股份以代替該等股份之全部或部份股息外，不得超過於本決議案通過日期本公司已發行股本總面值之20%，而上述批准須受到相應限制；及

(d) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案。

「配售新股」指本公司董事會於指定期間內向於指定記錄日期名列股東名冊之股份持有人按彼等當時持有該等股份之比例提呈配售股份(惟本公司董事會可就零碎配額或經考慮適用於香港以外地區法例規定之任何限制或責任或任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權利或另作安排)。

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)
股東週年大會通告 (續)

B. “**THAT**:—

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:—

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:—

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** subject to the passing of resolution nos. 5A and 5B set out in the notice convening this meeting, the aggregate nominal amount of shares which are to be purchased by the Company pursuant to the authority granted to the directors of the Company as mentioned in resolution no. 5B set out in

B. 「**動議**：

- (a) 在下文(b)段之限制下，一般性及無條件批准本公司董事會可於有關期間(根據以下釋義)內，按照所有適用之法例及香港聯合交易所有限公司之證券上市規則之要求，行使本公司之一切權力購回本身股份；
- (b) 本公司根據上文(a)段之批准而購回之股份，其面值總額不得超過本公司於此項決議案通過日期本公司已發行股本面值總額之10%，及上述批准亦須受此限制；及
- (c) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案。」

- C. 「**動議**待召開本大會之通告所載之第5A項及第5B項決議案通過後，本公司根據召開本大會之通告所載之第5B項決議案所授予本公司董事會之權力所購回股份之面值總額，須一

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

股東週年大會通告 (續)

the notice convening this meeting shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the directors of the Company pursuant to resolution no. 5A set out in the notice convening this meeting.”

6. To transact any other business.

By order of the Board
Tse Ping Shing
Company Secretary

Hong Kong, 28th July, 2001

Notes:—

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, a form of proxy must be deposited at the Company's branch share and transfer office, Abacus Share Registrars Limited at Room 2401, Prince's Building, Central, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (c) The register of members will be closed from 27th August, 2001 to 30th August, 2001, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share and transfer office, Abacus Share Registrars Limited at Room 2401, Prince's Building, Central, Hong Kong for registration not later than 4:00 p.m. on 24th August, 2001.
- (d) Concerning resolutions numbered 5A and 5C above, the directors wish to state that they have no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on the Stock Exchange.
- (e) Concerning resolution numbered 5B above, the directors wish to state that they have no immediate plans to repurchase any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the directors to repurchase shares. The Explanatory Statement required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed repurchase mandate will be despatched to members together with the notice of the meeting.

併計入本公司董事會根據召開本大會之通告所載之第5A項決議案配發或同意配發之股本面值總額內。」

6. 商討任何其他事項。

承董事會命
公司秘書
謝炳盛

香港，二零零一年七月二十八日

附註：

- (a) 凡有權出席上述通告召開之大會並可於會上投票之股東，均有權委派一位或以上之代表代其出席及投票。受委代表毋須為本公司股東。
- (b) 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之授權書或授權文件副本，最遲須於大會或續會指定舉行時間前四十八小時送達本公司之香港股份過戶登記分處雅柏勤證券登記有限公司(地址為香港中環太子大廈2401室)，方為有效。
- (c) 本公司將於二零零一年八月二十七日至二零零一年八月三十日(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。股東最遲須於二零零一年八月二十四日下午四時將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處雅柏勤證券登記有限公司(地址為香港中環太子大廈2401室)，辦理登記手續。
- (d) 關於上述第5A項及第5C項決議案，董事會謹表明彼等目前並無計劃發行本公司之任何新股份。該普通決議案乃遵照聯交所證券上市規則徵求股東以一般性授權之方式通過。
- (e) 關於上述第5B項決議案，董事會謹表明彼等目前並無計劃依據有關授權購回任何現有股份。現徵求股東以一般性授權之方式批准董事購回股份。聯交所證券上市規則規定就建議之購回授權而刊發之說明文件將連同大會通告一併寄發予股東。