

30<sup>th</sup>  
Anniversary  
漂亮綻放

Saisai  
*making life beautiful*



Interim Report 2008 09 中期報告 Sa Sa International Holdings Limited

莎莎國際控股有限公司

Stock Code 股份代號 : 178

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# Results Highlights

## 業績摘要

### **(For the six months ended 30 September 2008)**

- The Group's consolidated turnover amounted to HK\$1,629.8 million, representing an increase of 16.5% from HK\$1,399.0 million in the same period last year when comparing the continuing retail and wholesale business of both years
- Sa Sa's retail and wholesale business turnover in Hong Kong and Macau registered a growth of 12.5% as compared to the same period last year
- The Group's operating profit was HK\$101.0 million, representing an increase of 4.1% from HK\$97.1 million in the same period last year when comparing the continuing retail and wholesale business of both years
- Profit attributable to equity holders of the Company was HK\$87.7 million, as compared to HK\$88.1 million from the continuing retail and wholesale business in the same period last year
- Basic earnings per share were 6.4 HK cents, the same amount as for the continuing retail and wholesale business in the same period last year
- Dividend per share was 6.0 HK cents, same as that of the corresponding period last year, representing a dividend payout ratio of approximately 100%

### **(截至二零零八年九月三十日止六個月)**

- 集團綜合營業額十六億二千九百八十萬港元，而去年同期可比較持續經營的零售及批發業務營業額為十三億九千九百萬港元，增長百分之十六點五
- 莎莎港澳地區零售及批發業務營業額比去年同期增長百分之十二點五
- 集團經營溢利為一億零一百萬港元，較去年同期可比較持續經營的零售及批發業務經營溢利九千七百一十萬港元增加百分之四點一
- 本公司的權益持有人應佔溢利為八千七百七十萬港元，而去年同期可比較持續經營的零售及批發業務溢利為八千八百一十萬港元
- 集團每股基本盈利為六點四港仙，與去年同期可比較持續經營的零售及批發業務的每股基本盈利相同
- 每股股息為六港仙，與去年同期持平；派息比率約為百分之一百

# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Mr. KWOK, Siu Ming, Simon, *J.P.*

*(Chairman and chief executive officer)*

Mrs. KWOK LAW, Kwai Chun, Eleanor *(Vice-chairman)*

Mr. LOOK, Guy *(Chief financial officer)*

#### Non-executive Director

Mrs. LEE LOOK, Ngan Kwan, Christina

#### Independent Non-executive Directors

Professor CHAN, Yuk Shee, *J.P.*

Dr. LEUNG, Kwok Fai, Thomas, *J.P.*

Ms. TAM, Wai Chu, Maria, *GBS, J.P.*

Ms. KI, Man Fung, Leonie, *SBS, J.P.*

### Qualified Accountant

Mr. LOOK, Guy

### Company Secretary

Ms. HO, Sze Nga, Maggie

### Head Office

14th Floor, Block B, MP Industrial Centre

18 Ka Yip Street

Chai Wan, Hong Kong

### Registered Office

P.O. Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

### Auditor

PricewaterhouseCoopers

Certified Public Accountants

### 董事會成員

#### 執行董事

郭少明先生，*太平紳士*

*(主席及行政總裁)*

郭羅桂珍女士*(副主席)*

陸楷先生*(首席財務總監)*

#### 非執行董事

利陸雁群女士

#### 獨立非執行董事

陳玉樹教授，*太平紳士*

梁國輝博士，*太平紳士*

譚惠珠小姐，*金紫荊星章，太平紳士*

紀文鳳小姐，*銀紫荊星章，太平紳士*

### 合資格會計師

陸楷先生

### 公司秘書

何詩雅小姐

### 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

P.O. Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

### 核數師

羅兵咸永道會計師事務所

執業會計師

# Corporate Information

## 公司資料

### Principal Share Registrar and Transfer Office

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House  
68 Fort Street  
P. O. Box 705  
Grand Cayman KY1-1107  
Cayman Islands

### Hong Kong Branch Share Registrar and Transfer Office

Tricor Abacus Limited  
26/F Tesbury Centre  
28 Queen's Road East  
Hong Kong

### Principal Bankers

Bank of China (Hong Kong) Limited  
Citibank, N.A.  
Credit Suisse  
Hang Seng Bank  
Standard Chartered Bank (Hong Kong) Limited  
Sumitomo Mitsui Banking Corporation, Hong Kong Branch  
UBS AG

### Listing Information

Listing : The Stock Exchange of Hong Kong Limited  
Stock code : 178  
Ticker symbol  
Bloomberg : 178HK  
Reuters : 178.HK  
Board lot size : 2,000 shares

### Investor Relations

E-mail address: [ir@sasa.com](mailto:ir@sasa.com)

### Website

Corporate information: [www.sasa.com/corporate](http://www.sasa.com/corporate)

### 主要股份過戶及登記處

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House  
68 Fort Street  
P. O. Box 705  
Grand Cayman KY1-1107  
Cayman Islands

### 香港股份過戶分處及登記處

卓佳雅柏勤有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 主要往來銀行

中國銀行(香港)有限公司  
花旗銀行  
瑞信  
恒生銀行  
渣打銀行(香港)有限公司  
三井住友銀行香港支店  
瑞士銀行

### 上市資料

上市 : 香港聯合交易所有限公司  
股份代號 : 178  
股票代號  
彭博資訊 : 178HK  
路透社 : 178.HK  
每手買賣股數 : 2,000股

### 投資者關係

電郵地址: [ir@sasa.com](mailto:ir@sasa.com)

### 網站

集團資訊: [www.sasa.com/corporate](http://www.sasa.com/corporate)

# Management Discussion and Analysis

## 管理層討論及分析

### Interim Results

The Board of Directors (“Board”) of Sa Sa International Holdings Limited (“Company”) has pleasure in presenting the unaudited condensed consolidated interim financial information of the Company and its subsidiaries (“Group”) for the six months ended 30 September 2008. The unaudited condensed consolidated interim financial information for the six months ended 30 September 2008 has been reviewed by the Company’s Audit Committee and the Company’s auditor, PricewaterhouseCoopers.

For the six months ended 30 September 2008, the Group’s consolidated turnover amounted to HK\$1,629.8 million, representing an increase of 16.5% from HK\$1,399.0 million in the same period last year when comparing the continuing retail and wholesale business of both years. The Group’s consolidated turnover recorded an increase of 7.5% from HK\$1,516.0 million in the same period last year, if the discontinued business of beauty services last year (disposed on 31 March 2008) is included as a base for comparison. The Group’s operating profit was HK\$101.0 million, representing an increase of 4.1% from HK\$97.1 million in the same period last year when comparing the continuing retail and wholesale business of both years.

The Group’s unaudited profit attributable to equity holders of the Company was HK\$87.7 million, as compared to HK\$88.1 million from the continuing retail and wholesale business last year, and HK\$90.7 million, the aggregate profit of continuing retail and wholesale business and the discontinued beauty services business in the same period last year. Basic earnings per share amounted to 6.4 HK cents, the same amount as that generated from the continuing retail and wholesale business for the same period last year.

### 中期業績

莎莎國際控股有限公司(「本公司」)之董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至二零零八年九月三十日止六個月的未經審核簡明綜合中期財務資料。截至二零零八年九月三十日止六個月的未經審核簡明綜合中期財務資料已由本公司審核委員會及本公司之核數師(羅兵咸永道會計師事務所)審閱。

截至二零零八年九月三十日止六個月，集團的綜合營業額為十六億二千九百八十萬港元，較去年同期可比較持續經營的零售及批發業務營業額十三億九千九百萬港元，增長百分之十六點五。若去年同期的總營業額包括現已終止的美容業務(已於二零零八年三月三十一日出售)營業額作為比較基數，集團期內的綜合營業額仍比去年的十五億一千六百萬港元上升百分之七點五。集團經營溢利為一億零一百萬港元，較去年同期可比較持續經營的零售及批發業務經營溢利九千七百一十萬港元增加百分之四點一。

集團的未經審核權益持有人應佔綜合溢利則為八千七百七十萬港元，而去年同期持續經營的零售及批發業務溢利為八千八百一十萬港元，以及去年同期零售及批發業務連同已售美容業務的總溢利則為九千零七十萬港元。集團每股基本盈利為六點四港仙，與可比較持續經營的零售及批發業務去年的每股基本盈利相同。

# Management Discussion and Analysis

## 管理層討論及分析

The Board resolved to declare an interim dividend of 3.0 HK cents (2007: 3.0 HK cents) (“Interim Dividend”) and a special dividend of 3.0 HK cents (2007: 3.0 HK cents) (“Special Dividend”) per share.

### Operations Review

#### Retail & Wholesale Business

The Group’s retail and wholesale business saw an increase in turnover of 16.5%, reaching HK\$1,629.8 million. Turnover growth was recorded in all markets, as well as our online business. The overall gross profit margin increased 0.5% to 42.7% as compared to 42.2% in the same period last year, due to improvement in product mix. Our inventory turnover days were 120 days as at 30 September 2008 as compared to 123 days on 30 September 2007.

#### Hong Kong and Macau

Turnover rose by 12.5% for the six months ended 30 September 2008, with same store growth increasing by 5.2%. Turnover growth was driven by a 12.6% increase in the number of transactions. This performance reflected a growing customer base from both Mainland China tourists and local residents.

Our strategy of rebalancing our growth rate and product offerings to broaden our customer base continued its growth momentum from last fiscal year into the current fiscal year. The first quarter saw double-digit growth despite the tragic earthquake in the Sichuan province of China, and the exceptionally rainy weather in June.

董事會經議決宣佈派發中期股息(「中期股息」)每股三港仙(二零零七年：三港仙)及特別股息(「特別股息」)每股三港仙(二零零七年：三港仙)。

### 業務回顧

#### 零售及批發業務

期內集團的零售及批發業務營業額達十六億二千九百八十萬港元，增長百分之十六點五。各市場及電子商貿業務的營業額均錄得增長。整體毛利率因改進銷售貨品組合而由去年同期的百分之四十二點二提升百分之零點五，達百分之四十二點七。集團的存貨週期於二零零八年九月三十日為一百二十天，二零零七年九月三十日則為一百二十三天。

#### 香港及澳門

截至二零零八年九月三十日止六個月，港澳地區營業額上升百分之十二點五，相同店舖營業額則增長百分之五點二。營業額上升乃由於交易宗數增加百分之十二點六所帶動。表現改進反映莎莎顧客基礎擴大，中國大陸旅客和本地顧客均有增加。

集團致力在增長率與銷售貨品組合上取得平衡以擴大顧客基礎的策略，令上一財政年度的增長動力延續至本財政年度。雖受中國四川省發生嚴重地震與六月份豪雨連綿的天氣影響，第一季營業額仍錄得雙位百分比的增長。

# Management Discussion and Analysis

## 管理層討論及分析

Building on last year's strong platform, Sa Sa's sales performance in July 2008 was satisfactory. However, the month of August's figures were affected by the attention focused on the Olympic Games. It was only in September that the impact of the global financial turmoil on Hong Kong could be identified as a contributing factor to slowing sales growth.

Nevertheless, reflecting the improvement in our product portfolio, the gross profit margin of our retail business in Hong Kong and Macau improved by 0.5% to 42.7% from 42.2% in the corresponding period last year. In order to manage the continuing challenge of rental costs and to improve the store network contribution, a prudent strategy was adopted in regard to lease renewals and store relocation.

This year being the 30th anniversary of Sa Sa's founding, we launched a new corporate branding campaign including a TV commercial that reinforced Sa Sa's refreshing and young image and our passion about beauty. This was in addition to ongoing sponsorship activities such as the Miss Hong Kong Pageant 2008 and Ladies' Purse Day, one of the most popular and high-profile racing days in Hong Kong.

To celebrate our 30th anniversary as well as strengthening our corporate and exclusive brands' images in Hong Kong, advertising and promotion expenses increased by HK\$11.7 million in Hong Kong and Macau for the period under review.

During the period under review, the Group had a net increase of four stores. As at 30 September 2008, there were 62 Sa Sa stores (including six in Macau), one La Colline specialty store and one Elizabeth Arden counter.

在去年高增長的基礎上，莎莎零八年七月份銷售表現可算理想，但八月份的銷售額卻因為奧運會吸引全城注目而受影響。全球金融市場動盪對香港造成的衝擊直至九月份始成為銷售增長放緩的原因。

雖然如此，期內港澳地區零售業務毛利率由去年同期的百分之四十二點二提升至百分之四十二點七，增長百分之零點五，反映貨品組合改進的成效。為了應付租金成本的持續壓力以及改進店鋪網絡的貢獻，集團對續租及店鋪搬遷方面均採取審慎策略。

今年適逢莎莎成立三十週年，集團推出全新的企業品牌推廣計劃，包括電視廣告，突顯莎莎為清新、年輕、對「美」充滿熱忱的公司形象。與此同時，集團亦繼續贊助多項活動，例如二零零八年香港小姐競選，以及莎莎婦女銀袋日，後者乃本港其中一項最受歡迎且最受矚目賽事之一。

為集團成立三十週年誌慶，及於香港加強企業及獨家品牌形象，港澳區廣告及推廣開支較去年同期增加一千一百七十萬港元。

期內集團淨增設四間新店。於二零零八年九月三十日，集團在港澳區共有六十二間莎莎化粧品店（包括六間澳門店鋪），另有一間「科麗妍」La Colline專門店和一個「伊莉莎伯雅頓」Elizabeth Arden專櫃。



# Management Discussion and Analysis

## 管理層討論及分析

### *Mainland China*

Sa Sa recorded both turnover growth and same store growth in Mainland China in the six months ended 30 September 2008. Both the expansion of multi-brand Sa Sa stores and single-brand counters progressed as planned. We continued to consolidate the store network in Shanghai to enhance our overall performance and to improve our product offering by seeking cooperation with various other brands. Three new Sa Sa stores were opened in Beijing, all of which delivered an encouraging performance, and nine counters were added under the Group's exclusive brand, Suisse Programme. Two additional stores were secured in Beijing during the period.

The Group is now preparing for the establishment of a wholesale business through the appointment of local distributors. In such a large, complex and fragmented market, we see the clear benefits in enhancing Sa Sa's expertise and resources through working with local partners and we will continue to look at various options to develop the Mainland market's potential. As at 30 September 2008, there were seven Sa Sa stores and 21 beauty counters under Suisse Programme in the Mainland market.

### *Singapore and Malaysia*

Our core business strategy for the Singapore and Malaysia market continues to focus on gaining market share through increased sales and enhancing our network to provide improved service to Sa Sa's customers and beauty brands. During the period, turnover for the overall Singapore and Malaysia market grew by 32.5% to HK\$136.6 million, while same store growth increased by 2.8% in Singapore and 11.8% in Malaysia. Singapore and Malaysia together increased their contribution to the Group.

### *中國大陸*

中國大陸業務於截至二零零八年九月三十日止六個月的營業額及同店銷售額均錄得增長。莎莎旗下銷售眾多品牌的莎莎店舖及單一品牌專櫃的網絡拓展進度均與訂下的計劃相符。集團繼續調整上海方面的店舖網絡，務求提升整體表現，並與更多化粧品品牌合作，以加強銷售貨品組合。期內莎莎在北京開設的三間新店的表現均令人鼓舞，另外，集團獨家經銷品牌「瑞士葆麗美」Suisse Programme亦增設九個專櫃。期內，集團已在北京覓得兩間新店舖店址。

集團現正透過委任當地分銷商以籌備進行批發業務。中國大陸市場幅員廣闊、既複雜又分散，集團認為，通過與當地夥伴合作以發揮莎莎的專長及資源顯然可享重大裨益，集團會繼續研究各種方案，以體現中國大陸市場的潛力。於二零零八年九月三十日，集團在中國大陸市場共有七間莎莎店舖和二十一間「瑞士葆麗美」Suisse Programme美容專櫃。

### *新加坡及馬來西亞*

集團在星馬市場的核心業務策略，仍是通過提高銷售額以提升市場佔有率，另一方面則加強銷售網絡以便向莎莎顧客及各美容品牌提供更佳服務。期內整體星馬市場營業額較去年同期增加百分之三十二點五，達一億三千六百六十萬港元，而新加坡及馬來西亞相同店舖營業額則分別增長百分之二點八及百分之十一點八。整體星馬業務對集團的貢獻亦見提升。

# Management Discussion and Analysis

## 管理層討論及分析

In Singapore, our performance improved in the second quarter as the adjustment in our product portfolio to comply with the ASEAN Cosmetic Directive, effective 2008, entered its final stages. One new store was opened during the period. As at 30 September 2008, the total number of Sa Sa stores in Singapore was 14.

The profitability of our Malaysian operations as well as their contribution to the Group were much enhanced. The strong growth momentum continued due to wide market acceptance and increasing popularity led by effective positioning, strengthened marketing activities and increased sales productivity. Two new stores were added to our portfolio. As at 30 September 2008, the number of Sa Sa stores in Malaysia stood at 23.

### *Taiwan*

Turnover in the Group's Taiwan business increased by 3.4% to HK\$66.3 million during the first six months of the fiscal year and the loss narrowed. Our performance was affected by the weakness of the local economy, which in turn affected consumer sentiment. In order to highlight our positioning as the number one channel for fragrances and to increase Sa Sa's market share, we hosted a fragrance festival with an integrated marketing campaign for the second successive year. The total number of stores in Taiwan remained at 14 as at 30 September 2008.

### *E-commerce – Sasa.com*

Turnover for Sasa.com amounted to HK\$68.5 million, representing an increase of 101.3% over the corresponding period of the previous fiscal year. Profitability improved. We expanded the product range and strengthened marketing activities in order to increase sales. The enhancement of the e-commerce platform helped facilitate more efficient browsing and ordering, thereby increasing sales capacity. Overall, the on-line shopping experience was further enhanced, which encouraged repeat purchases.

為符合東盟於二零零八年實施有關化粧品的新規定，集團對當地貨品組合作出的調整已進入最後階段，第二季集團在新加坡的表現因而改善。期內集團增設一間新店，於二零零八年九月三十日，集團在新加坡的店舖總數增至十四間。

馬來西亞業務的盈利能力以及對集團的貢獻均大幅提升。憑藉有效定位、加強市場推廣活動及提高銷售效率，令集團廣受當地市場認同並日益受歡迎，因而使強盛的增長動力持續。期內馬來西亞方面增設兩間新店，使集團於二零零八年九月三十日在當地的店舖總數增至二十三間。

### *台灣*

集團於本財政年度首六個月的台灣市場營業額增加百分之三點四至六千六百三十萬港元，虧損收窄。當地經濟低迷影響消費意欲，以致集團表現受到影響。為了突顯莎莎為首屈一指的香水銷售渠道的地位，以及提高市場佔有率，集團連續第二年於當地舉辦香水節，並配合多項市場推廣活動。於二零零八年九月三十日，台灣店舖總數維持在十四間。

### *電子商貿 – Sasa.com*

Sasa.com期內營業額為六千八百五十萬港元，較去年同期增加百分之一百零一點三，盈利能力改善。期內集團擴大貨品種類及加強市場推廣活動，以提升銷售額。集團亦改良Sasa.com電子商貿平台，有助加快瀏覽及使訂購更快捷方便，從而增加銷售能力。整體網上購物體驗獲得提升，吸引更多顧客重覆惠顧。

# Management Discussion and Analysis

## 管理層討論及分析

### Brand Management

Group sales of own-brands and exclusively distributed products increased by 16.9% and contributed to 35.5% of the Group's total retail sales as compared to 35.3% last year. Over 750 new products were added to our exclusive product portfolio during the six-month period. In order to increase market penetration, considerable marketing efforts were devoted to strengthening the appeal of the exclusive trendy and upcoming brands secured last year, including the use of print advertisements and public relations activities. We also laid special emphasis on the product development of Sa Sa's own-brands, including the introduction of more new products and expansion of the product range. New product lines and popular trendy products were added to boost sales.

Following the appointment of a new senior executive to head the management of our own-brands towards the end of fiscal 2007, the team structure was further enhanced. More experienced personnel were brought in to bolster brand building and the product development of our own-brands.

### Outlook

We remain confident, although prudently watchful, about the growth of our retail business in the medium to long term. There is no doubt that the second half of fiscal 2008 will be highly challenging. We foresee that the uncertainties arising from the global financial crisis, which first became fully apparent in September, will continue to strongly affect consumer sentiment and hence consumption patterns in the near term. The relatively high base and strong consumer platform of the second half of fiscal 2007 was a result of robust retail growth, which in turn reflected buoyant property and stock markets in Mainland China and Hong Kong. Although the rental market has begun to soften, rental costs will continue to be a challenge for Sa Sa due to the time lag effect.

### 品牌管理

期內莎莎的專有品牌與獨家經銷貨品銷售額增加百分之十六點九，並佔集團零售營業額的百分之三十五點五，而去年同期則為百分之三十五點三。期內共引入逾七百五十種獨家經銷產品。為了提高市場滲透率，集團投入大量市場推廣資源，加強廣告及公關活動，以增加去年取得獨家經銷權的趨時品牌的認知度。集團亦特別著重專有品牌的產品開發，包括加入更多新貨品以及擴大貨品系列。集團更增添新貨品系列及備受歡迎的時尚產品以加強銷售。

繼二零零七財政年度年底委任一名行政要員統領專有品牌管理後，集團期內進一步加強整個專有品牌管理團隊，羅致資深人員，以加強品牌建立，以及專有品牌的產品開發。

### 展望

集團對旗下零售業務的中長線增長具有信心，但亦審慎留意形勢發展。二零零八財政年度下半年無疑會充滿挑戰。全球金融危機所造成的不明朗因素於九月份開始清楚浮現，集團預計短期內將會繼續對消費意欲以至消費模式造成很大影響。上一財政年度下半年中港兩地物業和股票市場暢旺，消費市道蓬勃，使顧客基礎壯大，並因而使二零零七年度下半年基數相對高企。儘管租金開始放緩，但由於影響未能即時反映在成本上，以致租金成本仍然是沉重壓力。

# Management Discussion and Analysis

## 管理層討論及分析

Nevertheless, we believe that Sa Sa will continue to benefit from the relative underlying strength of the economies of both Mainland China and Hong Kong in the global downturn. There are other positive factors. Beauty products have become a daily necessity for consumers whatever the market situation, and the competitive edge of the local beauty market, together with the “holiday mindset” of PRC tourists, are likely to ensure that they will continue to make strong purchases of cosmetics in Hong Kong and Macau.

### Pro-active Measures

In order to meet the market challenges of the second half of the fiscal year, emphasis will be placed on adapting product offerings to suit customers' changing preferences in the new economic climate. This, together with the initiative to drive sales with more aggressive promotions, will put pressure on the gross profit margin in the second half. Indeed, the year-on-year gross profit margin for Hong Kong and Macau was already slightly impacted to the extent of about 1% in September and October 2008. In addition, we will implement cost control measures, including improving the cost-effectiveness of marketing activities. We will tighten inventory management to reduce risks in relation to inventory and we will enhance stock productivity. In order to manage rental pressures, we will improve the efficiency of the overall retail network and its contribution while continuing our prudent cash management policy.

### Network Expansion

In terms of growing our network, we will pursue cautious network expansion in markets with growth prospects such as Mainland China and Malaysia. In the Mainland, we have secured two new stores in Beijing and will continue to look for store spaces in Beijing, Shanghai and Wuhan. We will also make strenuous efforts to improve the sales productivity of Suisse Programme counters in

雖然如此，集團相信莎莎可繼續受惠於中港兩地經濟在全球低潮下仍相對穩健。其他利好因素則是美容產品已成為消費者的日常所需，受市況順逆影響相對較少，加上本地化粧品市場存有優勢，而中國大陸旅客訪港時抱有「假期心態」，亦可望該等旅客會繼續在港澳地區大量購買化粧品。

### 積極部署

為了應付本財政年度下半年市場上的各種挑戰，集團將致力調整貨品組合，以迎合新經濟氣候下顧客不斷改變的喜好。加上集團將推行更進取的推廣活動以助提高銷情，因而都會對下半年的毛利率構成壓力。就二零零八年九月及十月份港澳區的毛利率已見略受影響，下跌約百分之一。另一方面，集團將採取成本控制措施，包括改善市場推廣活動的成本效益；並會加強庫存管理，以減輕有關庫存的風險，並提升存貨效益。為了妥善管理租金壓力，集團將改進整體零售網絡的效益及其貢獻，並繼續採取審慎的現金管理政策。

### 網絡拓展

在拓展網絡方面，集團會繼續在中國大陸及馬來西亞等增長前景樂觀的市場審慎地擴展。集團已在北京覓得兩間新店的店址，並繼續在北京、上海及武漢物色店址。集團並會努力提升中國大陸「瑞士葆麗美」Suisse Programme專櫃的銷售能力，同時繼續物色優質專櫃地點。集

# Management Discussion and Analysis

## 管理層討論及分析

the Mainland while continuing to seek good counter spaces. The preparation for the wholesale business via local distributors is now well underway and we aim to launch it in early next fiscal year. We have also committed to opening three new stores in Malaysia in the second half of this fiscal year, including two in Kota Kinabalu.

Sa Sa's retail business has shown a consistency in performance through both good and difficult market conditions. By maintaining our strict adherence to prudent financial management, zero gearing, and high standards of management adaptability, we have continued to build a broad customer base and a sound financial platform. The Group therefore remains confident of our ability to weather the market conditions as they arise, and we believe that Sa Sa is well positioned to continue to deliver solid returns to our shareholders well into the future.

### Human Resources

As at 30 September 2008, the Group had a total of 2,452 employees. Staff costs for the year under review were HK\$240.3 million. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. Performance bonus and share options are then offered to qualified employees. A performance-based element is included in the annual discretionary bonus for all staff as well as in share options for supervisory and managerial staff. The Group places strong emphasis on staff training and development in order to realise the full potential of our employees. In addition to supporting the graduate trainee programme, various staff development initiatives were implemented during the period through in-house and external training programmes. Financial subsidies for further studies in related fields were also provided.

團現正籌備通過委任當地分銷商而進行批發業務，預計可於下一財政年度初期展開。集團已確定在本財政年度下半年於馬來西亞增設三間新店，其中兩間設於哥打峇魯市。

以往不論市況順逆，莎莎的零售業務均有穩健表現。集團會恪守審慎財務管理、零負債以及靈活應變的管理方針，繼續建立廣大的顧客基礎與穩健的財務根基。因此，集團有信心能夠應付不同市況的考驗，並已作好準備，繼往開來，為股東締造穩健回報。

### 人力資源

於二零零八年九月三十日，集團共聘有二千四百五十二名員工。期內的員工成本為二億四千零三十萬港元。為確保莎莎能夠吸引及保留表現優秀的員工，集團定期檢討員工薪酬及福利，並向所有合資格員工授予表現花紅及購股權。集團在向全體員工發放全年花紅、以及向主管級及管理人員授予購股權時，均會考慮有關人員的表現。集團極之重視員工培訓和發展，務求發揮員工的潛能。除設立大學畢業生見習計劃外，期內集團更推行各種員工發展計劃，包括舉辦內部培訓課程及提供外間培訓課程，並為員工在相關範疇繼續進修而提供資助。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review

#### Capital Resources and Liquidity

As at 30 September 2008, the Group's total equity funds were HK\$986.0 million including reserves of HK\$847.9 million. The Group continued to maintain a strong financial position with cash and bank balances of HK\$383.8 million. The Group's working capital was HK\$771.6 million. Based on the Group's steady cash inflow from operations and coupled with its existing cash and bank facilities, the Group has adequate financial resources to fund its future expansion.

During the period, the majority of the Group's cash and bank balances was in Hong Kong or U.S. dollars and deposited in leading banks with maturity dates falling within one year. This is in line with the Group's policy to maintain liquidity of its funds and continue to contribute a stable yield to the Group.

#### Financial Position

Subsequent to the payment of final and special dividends, total funds employed (representing total equity) as at 30 September 2008 were HK\$986.0 million, which represented a 11.0% decrease over the total funds employed of HK\$1,108.5 million as at 31 March 2008.

The gearing ratio, defined as the ratio of total loans less cash and bank balances to total assets, was nil as at 30 September 2008 and 31 March 2008.

### 財務概況

#### 資本及流動資金

於二零零八年九月三十日，本集團權益持有人權益總額為九億八千六百萬港元，其中包括八億四千七百九十萬港元之儲備金。本集團繼續維持穩健財務狀況，現金及銀行結存累積達三億八千三百八十萬港元，本集團營運資金為七億七千一百六十萬港元。基於本集團有穩定的經營業務現金流入，加上現時手持之現金及銀行信貸，本集團掌握充裕財務資源以應付未來發展。

期內，本集團大部分現金及銀行結存均為港幣或美元，並以一年內到期之存款存放於數間大銀行。此與本集團維持其資金之流動性之政策相符，並將繼續對本集團帶來穩定收益。

#### 財務狀況

於派發末期及特別股息後，二零零八年九月三十日之運用資金總額（等同權益總額）為九億八千六百萬港元，較二零零八年三月三十一日之十一億零八百五十萬港元運用資金總額下降百分之十一點零。

本集團於二零零八年九月三十日及二零零八年三月三十一日之槓桿比率均為零。槓桿比率為總負債減去現金及銀行結存後與總資產之比例。

# Management Discussion and Analysis

## 管理層討論及分析

### Treasury Policies

It is the Group's treasury management policy not to engage in any highly leveraged or speculative derivative products. In this respect, the Group continued to adopt a conservative approach to financial risk management with no significant borrowing during the year. Most of the assets, receipts and payments of the Group are denominated either in Hong Kong or U.S. dollars. Due to the volatility of the foreign exchange market and the potential downside exposure arising from the forward foreign exchange contracts, the Group minimised its non U.S. dollar foreign exchange exposure by way of hedging against order at spot and maintaining no long position. These hedging policies are regularly reviewed by the Group.

### Charge on Group Asset

As at 30 September 2008, no Group asset was under charge to a financial institution.

### Contingent Liabilities

The Group had no significant contingent liability as at 30 September 2008.

### Capital Commitments

As at 30 September 2008, the Group had total capital commitments in respect of acquisition of property, plant and equipment of HK\$29.5 million.

### 庫務政策

本集團之理財政策是不參與高風險之投資或投機性衍生工具。期內，本集團於財務風險管理方面繼續維持審慎態度，並無重大借貸。本集團大部分資產、收款及付款均以港幣或美元計值。由於外匯市場之波幅及遠期外匯合約潛在損失之風險，本集團以即時對沖方式減低其非美元外幣風險，且不維持長倉。本集團會定期檢討對沖政策。

### 本集團資產之抵押

於二零零八年九月三十日，本集團並無資產於財務機構作抵押。

### 或然負債


本集團於二零零八年九月三十日並無重大或然負債。

### 資本承擔

於二零零八年九月三十日，本集團於購買物業、機器及設備有資本承擔合共二千九百五十萬港元。

# Report on Review of Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料的審閱報告

PRICEWATERHOUSECOOPERS 

羅兵咸永道會計師事務所

PricewaterhouseCoopers  
22/F, Prince's Building  
Central, Hong Kong

### TO THE BOARD OF DIRECTORS OF SA SA INTERNATIONAL HOLDINGS LIMITED

*(incorporated in Cayman Islands with limited liability)*

#### Introduction

We have reviewed the interim financial information set out on pages 16 to 43, which comprises the condensed consolidated balance sheet of Sa Sa International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2008 and the related condensed consolidated statements of income, changes in equity and cash flows for the six-month period then ended and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 致莎莎國際控股有限公司董事會

*(於開曼群島註冊成立之有限公司)*

#### 引言

本核數師(以下簡稱「我們」)已審閱列載於第16至43頁的中期財務資料。此中期財務資料包括莎莎國際控股有限公司(「貴公司」)及其子公司(合稱「貴集團」)於二零零八年九月三十日的簡明綜合資產負債表與截至該日止六個月期間的相關簡明綜合收益表、權益變動表和現金流量表，以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事會報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。



# Report on Review of Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料的審閱報告

### Scope of Review

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

### Conclusion

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

### PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 27 November 2008

### 審閱範圍

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

### 結論

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

### 羅兵咸永道會計師事務所

執業會計師

香港，二零零八年十一月二十七日

# Condensed Consolidated Interim Income Statement

## 簡明綜合中期收益表

Unaudited  
Six months ended  
30 September  
未經審核  
截至九月三十日止六個月

		Note 附註	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Turnover	營業額	4	<b>1,629,767</b>	1,399,012
Cost of sales	銷售成本		<b>(933,179)</b>	(808,245)
Gross profit	毛利		<b>696,588</b>	590,767
Other income	其他收入		<b>11,720</b>	9,593
Selling and distribution costs	銷售及分銷成本		<b>(518,911)</b>	(434,261)
Administrative expenses	行政費用		<b>(89,233)</b>	(68,041)
Other net gains/(losses)	其他利潤/(虧損)淨額		<b>878</b>	(968)
Operating profit	經營溢利		<b>101,042</b>	97,090
Interest income	利息收入		<b>8,345</b>	13,341
Profit before income tax	除所得稅前溢利	5	<b>109,387</b>	110,431
Income tax expense	所得稅開支	6	<b>(21,724)</b>	(22,285)
Profit for the period from continuing operations	持續經營業務本期間溢利		<b>87,663</b>	88,146
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Profit for the period from discontinued operations	已終止經營業務本期間溢利	9	-	2,526
Profit for the period, attributable to equity holders of the Company	本公司權益持有人應佔本期間溢利		<b>87,663</b>	90,672
Earnings per share for profit from continuing operations attributable to equity holders of the Company during the period (expressed in HK cents per share)	本公司權益持有人應佔本期間持續經營業務溢利之每股盈利(以港仙為每股單位)			
Basic	基本	7	<b>6.4</b>	6.4
Diluted	攤薄		<b>6.3</b>	6.4
Earnings per share for profit from discontinued operations attributable to equity holders of the Company during the period (expressed in HK cents per share)	本公司權益持有人應佔本期間已終止經營業務溢利之每股盈利(以港仙為每股單位)			
Basic	基本	7	-	0.2
Diluted	攤薄		-	0.2
Dividends	股息	8	<b>82,876</b>	82,596

The notes on pages 22 to 43 form an integral part of this condensed consolidated interim financial information.

第22至第43頁之附註為此等簡明綜合中期財務資料之組成部分。

# Condensed Consolidated Interim Balance Sheet

## 簡明綜合中期資產負債表

			<b>Unaudited 30 September 2008 未經審核 二零零八年 九月三十日 HK\$'000 港幣千元</b>	Audited 31 March 2008 經審核 二零零八年 三月三十一日 HK\$'000 港幣千元
		Note 附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	10	<b>121,374</b>	109,476
Leasehold land	租賃土地	10	<b>28,362</b>	28,760
Investment property	投資物業		<b>11,500</b>	11,500
Rental deposits and other assets	租金按金及其他資產	11	<b>61,588</b>	69,995
Deferred income tax assets	遞延所得稅資產		<b>2,557</b>	2,625
			<b>225,381</b>	222,356
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		<b>643,107</b>	470,543
Trade receivables	應收賬款	12	<b>35,316</b>	28,265
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		<b>69,849</b>	70,317
Bank deposits over three months to maturity	三個月後到期之銀行存款		<b>15,393</b>	227,262
Cash and cash equivalents	現金及現金等值項目		<b>368,394</b>	424,381
			<b>1,132,059</b>	1,220,768
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	13	<b>197,071</b>	178,458
Other payables and accruals	其他應付款項及應計費用		<b>125,212</b>	113,965
Income tax payable	應付所得稅		<b>38,196</b>	32,608
			<b>360,479</b>	325,031
<b>Net current assets</b>	<b>淨流動資產</b>		<b>771,580</b>	895,737
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>996,961</b>	1,118,093

# Condensed Consolidated Interim Balance Sheet

## 簡明綜合中期資產負債表

		Unaudited 30 September 2008 未經審核 二零零八年 九月三十日 HK\$'000 港幣千元	Audited 31 March 2008 經審核 二零零八年 三月三十一日 HK\$'000 港幣千元
	Note 附註		
<b>Non-current liabilities</b>			
Retirement benefit obligations		4,796	4,629
Deferred income tax liabilities		2,174	1,025
Other payables		3,970	3,946
		<b>10,940</b>	9,600
<b>Net assets</b>		<b>986,021</b>	1,108,493
<b>EQUITY</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>			
Share capital		138,125	137,894
Reserves		765,020	763,651
Proposed dividends		82,876	206,948
<b>Total equity</b>		<b>986,021</b>	1,108,493

The notes on pages 22 to 43 form an integral part of this condensed consolidated interim financial information.

第22至第43頁之附註為此等簡明綜合中期財務資料之組成部分。

# Condensed Consolidated Interim Cash Flow Statement

## 簡明綜合中期現金流量表

Unaudited  
Six months ended  
30 September  
未經審核  
截至九月三十日止六個月

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Net cash (used in)/generated from operating activities	經營業務(所用)/產生之現金淨額		
– continuing operations	– 持續經營業務	<b>(17,554)</b>	(3,130)
– discontinued operations	– 已終止經營業務	–	24,545
		<b>(17,554)</b>	21,415
Net cash generated from/(used in) investing activities	投資業務產生/(所用)之現金淨額		
– continuing operations	– 持續經營業務	<b>171,664</b>	33,658
– discontinued operations	– 已終止經營業務	–	(1,869)
		<b>171,664</b>	31,789
Net cash used in financing activities from continuing operations	持續經營業務之融資業務所用之現金淨額	<b>(203,294)</b>	(139,392)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	<b>(49,184)</b>	(86,188)
Cash and cash equivalents at 1 April	於四月一日之現金及現金等值項目	<b>424,381</b>	569,985
Effect of foreign exchange rate changes	匯率變動之影響	<b>(6,803)</b>	116
Cash and cash equivalents at 30 September	於九月三十日之現金及現金等值項目	<b>368,394</b>	483,913

The notes on pages 22 to 43 form an integral part of this condensed consolidated interim financial information.

第22至第43頁之附註為此等簡明綜合中期財務資料之組成部分。

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

		Unaudited 未經審核								
		Employee								
		Share capital	Share premium	Capital redemption reserve	share-based compensation reserve	Building revaluation reserve	Exchange fluctuation reserve	Retained earnings	Total	
		股本	股份溢價	贖回儲備	以股份支付 僱員酬金儲備	樓宇 重估儲備	外匯 波動儲備	滾存盈利	總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
<b>At 1 April 2008</b>	<b>於二零零八年四月一日</b>	<b>137,894</b>	<b>645,101</b>	<b>11,783</b>	<b>16,875</b>	<b>3,364</b>	<b>144</b>	<b>293,332</b>	<b>1,108,493</b>	
Profit for the period	本期間溢利	-	-	-	-	-	-	87,663	87,663	
Depreciation transfer on buildings, net of tax	樓宇之折舊轉撥， 已扣除稅項	-	-	-	-	(222)	-	266	44	
Exchange differences recognised directly in equity	直接於權益確認之 匯兌差額	-	-	-	-	-	(7,889)	-	(7,889)	
Total recognised income for the six months ended 30 September 2008	截至二零零八年九月 三十日止六個月 確認之收入總額	-	-	-	-	(222)	(7,889)	87,929	79,818	
Employee share option scheme: Value of employee services	僱員購股權計劃： 僱員服務價值	-	-	-	1,004	-	-	-	1,004	
Shares issued upon exercise of options	行使購股權而 發行股份	231	3,650	-	-	-	-	-	3,881	
Transfer of reserve upon exercise of options	行使購股權時 轉撥儲備	-	1,328	-	(1,328)	-	-	-	-	
Final and special dividends paid	已派末期及特別股息	-	-	-	-	-	-	(207,175)	(207,175)	
<b>At 30 September 2008</b>	<b>於二零零八年九月三十日</b>	<b>138,125</b>	<b>650,079</b>	<b>11,783</b>	<b>16,551</b>	<b>3,142</b>	<b>(7,745)</b>	<b>174,086</b>	<b>986,021</b>	
Representing:	組成如下：									
Share capital	股本									138,125
Reserves	儲備									765,020
Proposed dividends	擬派股息									82,876
<b>At 30 September 2008</b>	<b>於二零零八年九月三十日</b>									<b>986,021</b>

The notes on pages 22 to 43 form an integral part of this condensed consolidated interim financial information.

第22至第43頁之附註為此等簡明綜合中期財務資料之組成部分。

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

		Unaudited 未經審核							Total
		Share capital	Share premium	Capital redemption reserve	Employee share-based compensation reserve	Building revaluation reserve	Exchange fluctuation reserve	Retained earnings	
		股本	股份溢價	贖回儲備	僱員酬金儲備	重估儲備	波動儲備	滾存盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2007	於二零零七年四月一日	136,862	623,080	11,783	18,854	3,763	(22,220)	178,468	950,590
Profit for the period	本期間溢利	-	-	-	-	-	-	90,672	90,672
Depreciation transfer on buildings, net of tax	樓宇之折舊轉撥， 已扣除稅項	-	-	-	-	(220)	-	266	46
Exchange differences recognised directly in equity	直接於權益確認之 匯兌差額	-	-	-	-	-	689	-	689
Total recognised income for the six months ended 30 September 2007	截至二零零七年九月 三十日止六個月 確認之收入總額	-	-	-	-	(220)	689	90,938	91,407
Employee share option scheme:	僱員購股權計劃：								
Value of employee services	僱員服務價值	-	-	-	2,172	-	-	-	2,172
Shares issued upon exercise of options	行使購股權而 發行股份	701	11,170	-	-	-	-	-	11,871
Transfer of reserve upon exercise of options	行使購股權時 轉撥儲備	-	3,791	-	(3,791)	-	-	-	-
Final and special dividends paid	已派末期及特別股息	-	-	-	-	-	-	(151,263)	(151,263)
At 30 September 2007	於二零零七年九月三十日	137,563	638,041	11,783	17,235	3,543	(21,531)	118,143	904,777
Representing:	組成如下：								
Share capital	股本								137,563
Reserves	儲備								684,618
Proposed dividends	擬派股息								82,596
At 30 September 2007	於二零零七年九月三十日								904,777

The notes on pages 22 to 43 form an integral part of this condensed consolidated interim financial information.

第22至第43頁之附註為此等簡明綜合中期財務資料之組成部分。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 1. General information

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

The Company is a limited liability company incorporated in Cayman Islands. The address of its registered office is P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

The Company has its listing on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

As at 30 September 2008, 50.5% of the total issued shares of the Company is owned by Sunrise Height Incorporated, a company incorporated in the British Virgin Islands. The directors regard Sunrise Height Incorporated as being the ultimate holding company of the Company. The ultimate controlling party of the Group is a private company owned 50.0% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor.

This condensed consolidated interim financial information is presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 27 November 2008.

### 1. 一般資料

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

本公司為於開曼群島註冊成立之有限公司，註冊辦事處地址為P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands。

本公司於香港聯合交易所有限公司(「聯交所」)上市。

於二零零八年九月三十日，本公司全部已發行股份之50.5%由於英屬處女群島註冊成立之公司 Sunrise Height Incorporated 擁有。董事認為 Sunrise Height Incorporated 為本公司最終控股公司。本集團之最終控股公司為私人公司，由郭少明先生及郭羅桂珍女士各自擁有50.0%。

除另有註明者外，此等簡明綜合中期財務資料均以港幣千元計值。此等簡明綜合中期財務資料已於二零零八年十一月二十七日獲董事會批准刊發。



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 2. Basis of preparation

This condensed consolidated interim financial information for the half-year ended 30 September 2008 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, ‘Interim financial reporting’. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2008, which has been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRS).

### 3. Accounting policies

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 March 2008.

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 April 2008 but are not expected to have any impact on the Group’s financial statements:

HK(IFRIC) – Int 12, ‘Service concession arrangements’

HK(IFRIC) – Int 14, ‘HKAS 19 – the limit on a defined benefit asset, minimum funding requirements and their interaction’

The following new standards, amendments to standards and interpretations have been issued but are not effective for the financial year beginning 1 April 2008 and have not been early adopted:

HKFRS 8, ‘Operating segments’, effective for annual periods beginning on or after 1 January 2009.

### 2. 編製基準

此等截至二零零八年九月三十日止半年度之簡明綜合中期財務資料乃按照香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。此等簡明綜合中期財務資料應與根據香港財務報告準則編製之截至二零零八年三月三十一日止年度之年度財務報表一併閱讀。

### 3. 會計政策

所採納會計政策與截至二零零八年三月三十一日止年度之年度財務報表所用者一致。

以下新準則、準則修訂及詮釋須於二零零八年四月一日開始之財政年度首次強制實行，惟預期不會對本集團財務報表構成任何影響：

香港(國際財務報告詮釋委員會)－詮釋第12號，「服務特許權安排」

香港(國際財務報告詮釋委員會)－詮釋第14號，「香港會計準則第19號－定額福利資產限額、最低資金要求及其相互關係」

以下已頒佈之新準則、準則修訂及詮釋於二零零八年四月一日開始之財政年度尚未生效，且本集團並無提早採納：

香港財務報告準則第8號，「經營分部」，自二零零九年一月一日或之後開始之年度期間生效。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 3. Accounting policies (continued)

HKAS 23 (Revised), 'Borrowing costs', effective for annual periods beginning on or after 1 January 2009.

HKFRS 2 (Amendment) 'Share-based payment', effective for annual periods beginning on or after 1 January 2009.

HKFRS 3 (Revised), 'Business combinations' and consequential amendments to HKAS 27, 'Consolidated and separate financial statements', HKAS 28, 'Investments in associates' and HKAS 31, 'Interests in joint ventures', effective prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009.

HKAS 1 (Revised), 'Presentation of financial statements', effective for annual periods beginning on or after 1 January 2009.

HKAS 32 (Amendment), 'Financial instruments: presentation', and consequential amendments to HKAS 1, 'Presentation of financial statements', effective for annual periods beginning on or after 1 January 2009.

HKAS 39 and HKFRS 7 (Amendment), 'Reclassification of financial assets', effective for annual periods beginning on or after 1 October 2008.

HK(IFRIC) – Int 13, 'Customer loyalty programmes', effective for annual periods beginning on or after 1 July 2008.

### 3. 會計政策(續)

香港會計準則第23號(經修訂)「借貸成本」，自二零零九年一月一日或之後開始之年度期間生效。

香港財務報告準則第2號(修訂本)「以股份為基礎的付款」，自二零零九年一月一日或之後開始之年度期間生效。

香港財務報告準則第3號(經修訂)「企業合併」及香港會計準則第27號「綜合及獨立財務報表」之其後修訂本，香港會計準則第28號「聯營公司投資」及香港會計準則第31號「合營企業權益」適合於企業合併的收購日期為二零零九年七月一日或之後開始之首個年度報告期間開始時或之後開始的日期。

香港會計準則第1號(經修訂)「財務報表之呈報」，自二零零九年一月一日或之後開始之年度期間生效。

香港會計準則第32號(修訂本)「金融工具：呈報」及香港會計準則第1號「財務報表呈報」之其後修訂本，自二零零九年一月一日或之後開始之年度期間生效。

香港會計準則第39號及香港財務報告準則第7號(修訂本)「財務資產之重新分類」，自二零零八年十月一日或之後開始之年度期間生效。

香港(國際財務報告詮釋委員會) – 詮釋第13號「客戶忠誠度計劃」，自二零零八年七月一日或之後開始之年度期間生效。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 3. Accounting policies (continued)

HK(IFRIC) – Int 15, 'Agreements for the construction of real estate', effective for annual periods beginning on or after 1 January 2009.

HK(IFRIC) – Int 16, 'Hedges of a net investment in a foreign operation', effective for annual periods beginning on or after 1 October 2008.

The Group is in the process of making an assessment on the impact of these new/revised standards, amendments and interpretations of HKFRS upon initial application. In the opinion of the directors, the above new/revised standards are not expected to result in substantial changes to the Group's accounting policies or have material impact on the Group's financial statements.

### 4. Segment information

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

### 3. 會計政策(續)

香港(國際財務報告詮釋委員會)–詮釋第15號,「房地產建造協議」,自二零零九年一月一日或之後開始之年度期間生效。

香港(國際財務報告詮釋委員會)–詮釋第16號,「海外業務投資淨額之對沖」,自二零零八年十月一日或之後開始之年度期間生效。

本集團現正評估首次採納該等新訂/經修訂準則、香港財務報告準則修訂及詮釋之影響。董事認為,上述新訂/經修訂準則預期不會對本集團之會計政策構成重大變動或對本集團財務報表造成重大影響。

### 4. 分部資料

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

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 4. Segment information (continued)

- (a) Primary reporting format – business segments
- (i) The segment results and other segment information are as follows:

### 4. 分部資料(續)

- (a) 主要分部報告—業務分部
- (i) 分部業績及其他分部資料如下：

Six months ended 30 September 2008  
截至二零零八年九月三十日止六個月

		Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total 總額
		Retail and wholesale 零售及批發	Beauty and health club services 美容及健美中心服務	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	<b>1,629,767</b>	<b>-</b>	<b>1,629,767</b>
<b>Results</b>	<b>業績</b>			
Segment results	分部業績	<b>101,042</b>	<b>-</b>	<b>101,042</b>
Interest income	利息收入			<b>8,345</b>
Profit before income tax	除所得稅前溢利			<b>109,387</b>
Income tax expense	所得稅開支			<b>(21,724)</b>
Profit for the period	本期間溢利			<b>87,663</b>
<b>Other information</b>	<b>其他資料</b>			
Capital expenditure	資本性開支	<b>47,793</b>	<b>-</b>	<b>47,793</b>
Depreciation	折舊	<b>32,593</b>	<b>-</b>	<b>32,593</b>
Amortisation	攤銷開支	<b>398</b>	<b>-</b>	<b>398</b>
Provision for slow moving inventories and stock shrinkage	滯銷存貨及損耗 存貨撥備	<b>21,753</b>	<b>-</b>	<b>21,753</b>

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 4. Segment information (continued)

#### (a) Primary reporting format – business segments

(continued)

- (i) The segment results and other segment information are as follows: (continued)

### 4. 分部資料(續)

#### (a) 主要分部報告－業務分部(續)

- (i) 分部業績及其他分部資料如下：(續)

Six months ended 30 September 2007  
截至二零零七年九月三十日止六個月

		Continuing operations 持續經營業務	Discontinued operations 已終止經營業務	Total 總額
		Retail and wholesale 零售及批發 HK\$'000 港幣千元	Beauty and health club services 美容及健美中心服務 HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	1,399,012	117,014	1,516,026
<b>Results</b>	<b>業績</b>			
Segment results	分部業績	97,090	1,114	98,204
Interest income	利息收入			14,263
Profit before income tax	除所得稅前溢利			112,467
Income tax expense	所得稅開支			(21,795)
Profit for the period	本期間溢利			90,672
<b>Other information</b>	<b>其他資料</b>			
Capital expenditure	資本性開支	23,521	2,792	26,313
Depreciation	折舊	32,457	5,372	37,829
Amortisation	攤銷開支	398	–	398
Provision for slow moving inventories and stock shrinkage	滯銷存貨及損耗 存貨撥備	18,697	57	18,754

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 4. Segment information (continued)

#### (a) Primary reporting format – business segments

(continued)

- (i) The segment results and other segment information are as follows: (continued)

Capital expenditure comprises additions to property, plant and equipment, leasehold land and investment property.

- (ii) No separate disclosure for segment assets and liabilities is necessary as there is only one segment under primary reporting format as at 30 September and 31 March 2008.

#### (b) Secondary reporting format – geographical segments

The Group operates in Mainland China and Special Administrative Regions (“SAR”), Taiwan and South Asia. SAR includes Hong Kong and Macau. South Asia comprises Thailand, Malaysia and Singapore.

- (i) The Group’s turnover and capital expenditure are as follows:

Turnover is allocated based on the places in which the customers are located.

Capital expenditure, comprising additions to property, plant and equipment, leasehold land and investment property, is allocated based on where the assets are located.

### 4. 分部資料(續)

#### (a) 主要分部報告—業務分部(續)

- (i) 分部業績及其他分部資料如下：(續)

資本性開支包括添置物業、機器及設備、租賃土地以及投資物業。

- (ii) 由於二零零八年九月三十日及三月三十一日之主要分部報告僅包括一項分部，故毋需個別披露分部資產及負債。

#### (b) 從屬分部報告—地區分部

本集團於中國大陸及特別行政區、台灣及南亞地區經營業務。特別行政區包括香港及澳門。南亞地區包括泰國、馬來西亞及新加坡。

- (i) 本集團營業額及資本性開支如下：

營業額之分類乃按客戶所在地計算。

資本性開支包括添置物業、機器及設備、租賃土地以及投資物業，其分類乃按資產所在地計算。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 4. Segment information (continued)

- (b) Secondary reporting format – geographical segments (continued)
- (i) The Group's turnover and capital expenditure are as follows: (continued)

### 4. 分部資料(續)

- (b) 從屬分部報告－地區分部(續)
- (i) 本集團營業額及資本性開支如下：(續)

Six months ended 30 September 2008  
截至二零零八年九月三十日止六個月

		<b>Mainland China and SAR</b>	<b>Taiwan</b>	<b>South Asia</b>	<b>Total</b>
		<b>中國大陸及 特別行政區</b>	<b>台灣</b>	<b>南亞地區</b>	<b>總額</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>港幣千元</b>	<b>港幣千元</b>	<b>港幣千元</b>	<b>港幣千元</b>
<b>Turnover</b>	<b>營業額</b>				
- Continuing operations	- 持續經營業務	<b>1,426,902</b>	<b>66,292</b>	<b>136,573</b>	<b>1,629,767</b>
- Discontinued operations	- 已終止經營業務	-	-	-	-
		<b>1,426,902</b>	<b>66,292</b>	<b>136,573</b>	<b>1,629,767</b>
<b>Capital expenditure</b>	<b>資本性開支</b>				
- Continuing operations	- 持續經營業務	<b>43,335</b>	<b>193</b>	<b>4,265</b>	<b>47,793</b>
- Discontinued operations	- 已終止經營業務	-	-	-	-
		<b>43,335</b>	<b>193</b>	<b>4,265</b>	<b>47,793</b>

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 4. Segment information (continued)

#### (b) Secondary reporting format – geographical segments (continued)

- (i) The Group's turnover and capital expenditure are as follows: (continued)

### 4. 分部資料(續)

#### (a) 主要分部報告－業務分部(續)

- (i) 本集團營業額及資本性開支如下：(續)

Six months ended 30 September 2007  
截至二零零七年九月三十日止六個月

		Mainland China and SAR 中國大陸及 特別行政區 HK\$'000 港幣千元	Taiwan 台灣 HK\$'000 港幣千元	South Asia 南亞地區 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額				
– Continuing operations	– 持續經營業務	1,231,854	64,122	103,036	1,399,012
– Discontinued operations	– 已終止經營業務	78,296	–	38,718	117,014
		1,310,150	64,122	141,754	1,516,026
Capital expenditure	資本性開支				
– Continuing operations	– 持續經營業務	16,398	3,897	3,226	23,521
– Discontinued operations	– 已終止經營業務	1,344	–	1,448	2,792
		17,742	3,897	4,674	26,313

- (ii) The segment assets are as follows:

Segment assets consist primarily of property, plant and equipment, leasehold land, investment property, inventories, receivables and operating cash, and exclude certain corporate assets and tax.

- (ii) 分部資產如下：

分部資產主要包括物業、機器及設備、租賃土地、投資物業、存貨、應收款項及經營現金，惟不包括若干集團資產和稅項。



# Notes to Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

## 4. Segment information (continued)

(b) Secondary reporting format – geographical segments (continued)

(ii) The segment assets are as follows: (continued)

Total assets are allocated based on where the assets are located.

## 4. 分部資料(續)

(b) 從屬分部報告－地區分部(續)

(ii) 分部資產如下：(續)

資產總額之分類乃按資產所在地計算。

As at 30 September 2008

於二零零八年九月三十日

		<b>Mainland China and SAR</b> 中國大陸及 特別行政區 HK\$'000 港幣千元	<b>Taiwan</b> 台灣 HK\$'000 港幣千元	<b>South Asia</b> 南亞地區 HK\$'000 港幣千元	<b>Total</b> 總額 HK\$'000 港幣千元
<b>Segment assets</b>	<b>分部資產</b>	<b>1,158,037</b>	<b>50,516</b>	<b>145,580</b>	<b>1,354,133</b>
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				<b>3,307</b>
<b>Total assets</b>	<b>資產總額</b>				<b>1,357,440</b>

As at 31 March 2008

於二零零八年三月三十一日

		<b>Mainland China and SAR</b> 中國大陸及 特別行政區 HK\$'000 港幣千元	<b>Taiwan</b> 台灣 HK\$'000 港幣千元	<b>South Asia</b> 南亞地區 HK\$'000 港幣千元	<b>Total</b> 總額 HK\$'000 港幣千元
<b>Segment assets</b>	<b>分部資產</b>	<b>1,243,860</b>	<b>53,573</b>	<b>142,316</b>	<b>1,439,749</b>
<b>Unallocated corporate assets</b>	<b>未分配集團資產</b>				<b>3,375</b>
<b>Total assets</b>	<b>資產總額</b>				<b>1,443,124</b>

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 5. Profit before income tax

Profit before income tax is stated after crediting and charging the following:

### 5. 除所得稅前溢利

除所得稅前溢利已計入及扣除下列項目：

		Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Total 總額	
		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月	
		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
<b>Crediting</b>	<b>計入</b>						
Net exchange gains	匯兌收益淨額	878	-	-	-	878	-
<b>Charging</b>	<b>扣除</b>						
Depreciation of property, plant and equipment	物業、機器及設備折舊	32,593	32,457	-	5,372	32,593	37,829
Amortisation of leasehold land	攤銷租賃土地	398	398	-	-	398	398
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金						
- minimum lease payments	- 最低租賃付款	170,450	142,236	-	13,736	170,450	155,972
- contingent rent	- 或然租金	3,469	1,566	-	1,724	3,469	3,290
Provision for slow moving inventories and stock shrinkage	滯銷存貨及損耗存貨撥備	21,753	18,697	-	57	21,753	18,754
Net exchange losses	匯兌虧損淨額	-	968	-	16	-	984

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 6. Income tax expense

Hong Kong profits tax has been provided at the rate of 16.5% (2007: 17.5%) on the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in which the Group operates.

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

### 6. 所得稅開支

香港利得稅乃按照本期間估計應課稅溢利以稅率16.5%（二零零七年：17.5%）提撥準備。海外溢利稅款則按照本期間估計應課稅溢利以本集團經營業務國家之現行稅率計算。

在簡明綜合中期收益表內扣除之所得稅款額如下：

		Continuing operations		Discontinued operations		Total	
		持續經營業務		已終止經營業務		總額	
		Six months ended	Six months ended	Six months ended	Six months ended	Six months ended	Six months ended
		30 September	30 September	30 September	30 September	30 September	30 September
		截至九月三十日止六個月	截至九月三十日止六個月	截至九月三十日止六個月	截至九月三十日止六個月	截至九月三十日止六個月	截至九月三十日止六個月
		2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Hong Kong profits tax	香港利得稅						
Current	本期	<b>17,324</b>	20,763	-	73	<b>17,324</b>	20,836
(Over)/under provision in previous periods	過往期間(超額撥備)/撥備不足	-	3	-	(9)	-	(6)
Overseas taxation	海外稅項						
Current	本期	<b>3,337</b>	2,168	-	483	<b>3,337</b>	2,651
Over provision in previous periods	過往期間超額撥備	<b>(47)</b>	-	-	(777)	<b>(47)</b>	(777)
Deferred income tax relating to origination and reversal of temporary differences	暫時差異之產生及撥回相關遞延所得稅	<b>1,076</b>	(682)	-	(260)	<b>1,076</b>	(942)
Change in tax rate	稅率變動	<b>34</b>	33	-	-	<b>34</b>	33
		<b>21,724</b>	22,285	-	(490)	<b>21,724</b>	21,795

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 7. Earnings per share

- (a) The calculation of basic and diluted earnings per share from continuing operations is based on the Group's profit from continuing operations attributable to equity holders of the Company of HK\$87,663,000 (2007: HK\$88,146,000).
- (b) The calculation of basic and diluted earnings per share from discontinued operations is based on the Group's profit from discontinued operations attributable to equity holders of the Company of HK\$2,526,000 in 2007.
- (c) The calculation of basic earnings per share from continuing operations and discontinued operations is based on the weighted average of 1,379,769,214 (2007: 1,371,363,331) shares in issue during the period.
- (d) The calculation of diluted earnings per share from continuing operations and discontinued operations is based on the weighted average of 1,379,769,214 (2007: 1,371,363,331) shares in issue during the period plus the weighted average of 2,993,847 (2007: 4,195,014) shares deemed to be issued if all outstanding share options granted under the share option scheme of the Company had been exercised.

### 7. 每股盈利

- (a) 持續經營業務之每股基本及攤薄盈利乃根據本公司權益持有人應佔本集團持續經營業務之溢利87,663,000港元(二零零七年: 88,146,000港元)計算。
- (b) 已終止經營業務之每股基本及攤薄盈利乃根據於二零零七年本公司權益持有人應佔本集團已終止經營業務之溢利2,526,000港元計算。
- (c) 持續經營業務及已終止經營業務之每股基本盈利乃按本期間已發行股份之加權平均數1,379,769,214(二零零七年: 1,371,363,331)股計算。
- (d) 持續經營業務及已終止經營業務之每股攤薄盈利乃按本期間已發行股份之加權平均數1,379,769,214(二零零七年: 1,371,363,331)股,另加根據本公司購股權計劃授出之所有未行使購股權一旦獲行使而視作發行之股份之加權平均數2,993,847(二零零七年: 4,195,014)股計算。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 8. Dividends

### 8. 股息

Six months ended  
30 September  
截至九月三十日止六個月

		<b>2008</b> <b>二零零八年</b> <b>HK\$'000</b> <b>港幣千元</b>	2007 二零零七年 HK\$'000 港幣千元
Interim, proposed – 3.0 HK cents (2007: 3.0 HK cents) per share	擬派中期股息—每股3.0港仙 (二零零七年：3.0港仙)	<b>41,438</b>	41,298
Special, proposed – 3.0 HK cents (2007: 3.0 HK cents) per share	擬派特別股息—每股3.0港仙 (二零零七年：3.0港仙)	<b>41,438</b>	41,298
		<b>82,876</b>	82,596

At a meeting held on 27 November 2008, the Directors declared an interim dividend of 3.0 HK cents and a special dividend of 3.0 HK cents per share. These proposed dividends are not reflected as dividend payables in this condensed consolidated interim financial information, but will be reflected as an appropriation of distributable reserve for the year ending 31 March 2009.

於二零零八年十一月二十七日舉行之會議上，董事宣佈派發中期股息每股3.0港仙及特別股息每股3.0港仙。此等擬派股息並無於本簡明綜合中期財務資料中列作應付股息，惟將於截至二零零九年三月三十一日止年度列作可分派儲備之撥款。

### 9. Profit for the period from discontinued operations

On 19 February 2008, Highmove Enterprises Limited (“Highmove”), a wholly owned subsidiary of the Company, entered into the sale and purchase agreement with Fullgoal International Limited, for the sale of the entire issued share capital of Lisbeth Enterprises Limited (“Lisbeth”), a wholly owned subsidiary of the Company, and the assignment of the sales debt in the sum of HK\$87,000,000 owing by Lisbeth to Highmove for an aggregate consideration of HK\$20,000,000. The disposal was completed on 31 March 2008.

### 9. 已終止經營業務本期間溢利

於二零零八年二月十九日，本公司全資附屬公司 Highmove Enterprises Limited (「Highmove」) 與富興國際有限公司訂立買賣協議，出售本公司全資附屬公司利斯貝思企業有限公司(「利斯貝思」)全部已發行股本及轉讓利斯貝思欠付 Highmove 為數87,000,000港元之股東貸款，總代價為20,000,000港元。是項出售已於二零零八年三月三十一日完成。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 9. Profit for the period from discontinued operations (continued)

The results of the discontinued operations for the period ended 30 September 2007 included in the condensed consolidated income statement is set out below.

### 9. 已終止經營業務本期間溢利(續)

已計入簡明綜合收益表之截至二零零七年九月三十日止期間已終止經營業務業績如下。

		Note	Six months ended 30 September 2007 截至二零零七年 九月三十日 止六個月 HK\$'000 港幣千元
		附註	
Turnover	營業額	4	117,014
Cost of sales	銷售成本		(43,799)
Gross profit	毛利		73,215
Other income	其他收入		519
Selling and distribution costs	銷售及分銷成本		(65,486)
Administrative expenses	行政費用		(7,118)
Other net losses	其他虧損淨額		(16)
Operating profit	經營溢利		1,114
Interest income	利息收入		922
Profit before income tax	除所得稅前溢利	5	2,036
Income tax expense	所得稅開支	6	490
Profit for the period from discontinued operations	已終止經營業務本期間溢利		2,526

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 10. Capital expenditure

### 10. 資本性開支

		<b>Property, plant and equipment</b> 物業、 機器及設備 HK\$'000 港幣千元	<b>Leasehold land</b> 租賃土地 HK\$'000 港幣千元
<b>Six months ended 30 September 2008</b>	<b>截至二零零八年九月三十日止 六個月</b>		
<b>Opening net book amount as at 1 April 2008</b>	<b>於二零零八年四月一日之 期初賬面淨值</b>	109,476	28,760
Exchange differences	匯兌差額	(1,180)	–
Additions	添置	47,793	–
Disposals	出售	(341)	–
Write-off	撇賬	(1,781)	–
Depreciation/amortization	折舊／攤銷開支	(32,593)	(398)
<b>Closing net book amount as at 30 September 2008</b>	<b>於二零零八年九月三十日之 期終賬面淨值</b>	<b>121,374</b>	<b>28,362</b>
Six months ended 30 September 2007	截至二零零七年九月三十日止六個月		
Opening net book amount as at 1 April 2007	於二零零七年四月一日之期初 賬面淨值	138,771	29,556
Exchange differences	匯兌差額	355	–
Additions	添置	26,313	–
Disposals	出售	(7)	–
Write-off	撇賬	(323)	–
Depreciation/amortization	折舊／攤銷開支	(37,829)	(398)
Closing net book amount as at 30 September 2007	於二零零七年九月三十日之 期終賬面淨值	127,280	29,158

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 11. Rental deposits and other assets

### 11. 租金按金及其他資產

		<b>30 September 2008 二零零八年 九月三十日 HK\$'000 港幣千元</b>	31 March 2008 二零零八年 三月三十一日 HK\$'000 港幣千元
Rental deposits	租金按金	<b>60,838</b>	69,245
Others	其他	<b>750</b>	750
		<b>61,588</b>	69,995

Rental deposits are carried at amortised cost using the effective interest rate of 2.2% – 3.8% per annum. As at 30 September 2008, the carrying amounts of rental deposits approximate their fair values.

租金按金採用實際年利率2.2厘至3.8厘按攤銷成本列賬。於二零零八年九月三十日，租金按金之賬面值與其公平值相若。

### 12. Trade receivables

The Group's turnover are mainly cash and credit card sales. Certain wholesale customers are granted credit terms ranging from 7 to 30 days. The ageing analysis of trade receivables is as follows:

### 12. 應收賬款

本集團營業額主要為現金及信用卡銷售。若干批發客戶獲給予7至30天信貸期。應收賬款之賬齡分析如下：

		<b>30 September 2008 二零零八年 九月三十日 HK\$'000 港幣千元</b>	31 March 2008 二零零八年 三月三十一日 HK\$'000 港幣千元
Within 1 month	一個月內	<b>26,293</b>	22,958
1 to 3 months	一至三個月	<b>8,035</b>	3,225
Over 3 months	超過三個月	<b>988</b>	2,082
		<b>35,316</b>	28,265

The fair values of trade receivables approximate their carrying amounts.

應收賬款之公平值與其賬面值相若。



# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 13. Trade and bills payables

The ageing analysis of trade and bills payables is as follows:

		<b>30 September 2008 二零零八年 九月三十日 HK\$'000 港幣千元</b>	31 March 2008 二零零八年 三月三十一日 HK\$'000 港幣千元
Within 1 month	一個月內	<b>120,030</b>	78,539
1 to 3 months	一至三個月	<b>62,758</b>	82,431
Over 3 months	超過三個月	<b>14,283</b>	17,488
		<b>197,071</b>	178,458

### 13. 應付賬款及票據

應付賬款及票據之賬齡分析如下：

The fair values of trade and bills payables approximate their carrying amounts.

應付賬款及票據之公平值與其賬面值相若。

### 14. Share capital

		Note 附註	No. of shares 股份數目	HK\$'000 港幣千元
<b>Authorised shares of HK\$0.1 each</b>	<b>每股面值0.1港元之 法定股份</b>			
<b>At 31 March 2008 and 30 September 2008</b>	<b>於二零零八年三月三十一日 及二零零八年九月三十日</b>		<b>8,000,000,000</b>	<b>800,000</b>
<b>Issued and fully paid shares of HK\$0.1 each</b>	<b>每股面值0.1港元之 已發行及繳足股份</b>			
At 1 April 2007	於二零零七年四月一日		1,368,619,126	136,862
Issue of shares upon exercise of share options	按行使購股權而發行 之股份	(a)	10,324,019	1,032
At 31 March 2008 and 1 April 2008	於二零零八年三月三十一日 及二零零八年四月一日		1,378,943,145	137,894
Issue of shares upon exercise of share options	按行使購股權而發行 之股份	(a)	2,310,434	231
<b>At 30 September 2008</b>	<b>於二零零八年九月三十日</b>		<b>1,381,253,579</b>	<b>138,125</b>

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 14. Share capital (continued)

Notes:

#### (a) Issue of shares upon exercise of share options

During the period, a total of 2,310,434 (2007: 7,012,804) shares were issued to certain staff members of the Company pursuant to the exercise of share options under the 2002 Share Option Scheme. The proceeds of the issues totalling HK\$3,881,000 (2007: HK\$11,871,000) included share premium amounting to HK\$3,650,000 (2007: HK\$11,170,000) and the amount was taken to the share premium account.

#### (b) Share options

The share options of the Company were granted under the 2002 Share Option Scheme.

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

### 14. 股本(續)

附註：

#### (a) 按行使購股權而發行之股份

於期內，本公司因根據二零零二年購股權計劃授出購股權獲行使而發行共2,310,434股(二零零七年：7,012,804股)股份予若干僱員。該等發行所得款項合共3,881,000港元(二零零七年：11,871,000港元)，其中3,650,000港元(二零零七年：11,170,000港元)為股份溢價，並已撥入股份溢價賬之內。

#### (b) 購股權

本公司之購股權根據二零零二年購股權計劃授出。

尚未行使之購股權數目變動如下：

**No. of Share Options  
Six months ended  
30 September  
截至九月三十日止六個月  
之購股權數目**

		2008 二零零八年	2007 二零零七年
At beginning of the period	於期初	25,113,214	36,335,099
Granted	授出	-	-
Exercised	行使	(2,310,434)	(7,012,804)
Lapsed	失效	(766,599)	(713,332)
<b>At end of the period</b>	<b>於期終</b>	<b>22,036,181</b>	<b>28,608,963</b>

Options exercised during the six months ended 30 September 2008 resulted in 2,310,434 (2007: 7,012,804) shares issued.

於截至二零零八年九月三十日止六個月內因購股權獲行使而發行之股份為2,310,434股(二零零七年：7,012,804股)。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 14. Share capital (continued)

Notes: (continued)

#### (b) Share options (continued)

The expiry dates and exercise prices of the share options outstanding as at 30 September 2008 were set out as follows:

### 14. 股本(續)

附註：(續)

#### (b) 購股權(續)

於二零零八年九月三十日尚未行使之購股權之到期日及行使價如下：

**No. of Shares**  
**As at 30 September**  
於九月三十日之購股權數目

Expiry date 到期日	Exercise price per share 每股行使價 (HK\$) (港幣)	No. of Shares	
		2008 二零零八年	2007 二零零七年
<b>2002 Share Option Scheme</b>	<b>二零零二年購股權計劃</b>		
29 October 2013	二零一三年十月二十九日	5,334,672	11,443,454
28 February 2014	二零一四年二月二十八日	268,333	268,333
2 March 2014	二零一四年三月二日	775,333	775,333
28 June 2014	二零一四年六月二十八日	1,000,000	1,000,000
1 August 2014	二零一四年八月一日	-	321,333
30 November 2014	二零一四年十一月三十日	953,666	1,096,333
21 December 2014	二零一四年十二月三十一日	215,333	215,333
25 May 2016	二零一六年五月二十五日	13,488,844	13,488,844
		<b>22,036,181</b>	<b>28,608,963</b>

Fair value of share options, measured at the grant date of the options, are determined using the binomial lattice model that is based on the underlying assumptions of one of the commonly used employee share option pricing model. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

購股權於授出日期之公平值採用二項格子法估值模式釐定，該計算方法乃按常用之僱員購股權估值模式為基準。基於作出的假設和所用模式的限制，所計算的公平值必然是主觀和不確定的。購股權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會嚴重影響購股權公平值的估算。

# Notes to Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 15. Commitments

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

### 15. 承擔

- (a) 購買物業、機器及設備之資本承擔：

		<b>30 September 2008 二零零八年 九月三十日 HK\$'000 港幣千元</b>	31 March 2008 二零零八年 三月三十一日 HK\$'000 港幣千元
Contracted but not provided for	已簽約但未作出撥備	<b>4,355</b>	8,302
Authorised but not contracted for	已批准但未簽約	<b>25,116</b>	63,291
		<b>29,471</b>	71,593

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

已批准但未簽約之資本承擔款項，為本集團根據經董事批准之年度預算所估計資本性開支。

- (b) Commitments under operating leases

As at 30 September 2008, the Group had total future aggregate minimum lease payments under non-cancellable operating leases as follows:

- (b) 經營租約承擔

於二零零八年九月三十日，本集團根據不可撤銷之經營租賃而須於未來支付之最低租賃付款總額如下：

		<b>30 September 2008 二零零八年 九月三十日 HK\$'000 港幣千元</b>	31 March 2008 二零零八年 三月三十一日 HK\$'000 港幣千元
Land and buildings	土地及樓宇		
Within one year	一年內	<b>311,603</b>	312,452
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	<b>248,193</b>	299,090
		<b>559,796</b>	611,542

# Notes to Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

## 16. Related-party transactions

Key management personnel compensation:

## 16. 關連人士交易

主要管理人員之酬金：

Six months ended  
30 September  
未經審核  
截至九月三十日止六個月

		2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Directors' fees	董事袍金	676	668
Basic salaries, housing allowances and other allowances	基本薪金、房屋津貼 及其他津貼	16,762	12,980
Retirement benefit costs	退休福利成本	816	732
Share-based payment	以股份為基礎的付款	1,004	2,132
		<b>19,258</b>	16,512

# Supplementary Information

## 其他資料

### Interim Dividend and Special Dividend

The board (“Board”) of directors (“Director(s)”) resolved to declare the interim dividend (“Interim Dividend”) of 3.0 HK cents (2007: 3.0 HK cents) per share and the special dividend (“Special Dividend”) of 3.0 HK cents (2007: 3.0 HK cents) per share for the six months ended 30 September 2008, payable to shareholders whose names appear on the register of members of the Company (“Register of Members”) on 15 December 2008.

The Interim Dividend and Special Dividend will be paid around 24 December 2008.

### Closure of Register of Members

The Register of Members will be closed from 12 December 2008 to 15 December 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Interim Dividend and Special Dividend, all valid documents in respect of transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrars, Tricor Abacus Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 11 December 2008.

### Board of Directors

At the annual general meeting of the Company held on 28 August 2008, Mr. KWOK, Siu Ming, Simon, Mrs. KWOK LAW, Kwai Chun, Eleanor and Mr. LOOK, Guy retired as executive Directors and, being eligible for re-election, were re-elected as executive Directors of the Company. Professor CHAN, Yuk Shee and Dr. LEUNG, Kwok Fai, Thomas who, by their re-appointments on 1 November 2008 and 1 January 2009 respectively, served or shall serve the Company for more than nine years as independent non-executive Directors, retired as independent non-executive Directors and, being eligible for re-election, were re-elected as independent non-executive Directors of the Company.

### 中期股息及特別股息

董事(「董事」)會(「董事會」)議決宣佈派發截至二零零八年九月三十日止六個月之中期股息(「中期股息」)每股3.0港仙(二零零七年：3.0港仙)及特別股息(「特別股息」)每股3.0港仙(二零零七年：3.0港仙)給予於二零零八年十二月十五日名列本公司股東名冊之股東。

中期股息及特別股息將於約二零零八年十二月二十四日派發。

### 暫停辦理股份過戶登記手續

本公司將於二零零八年十二月十二日至二零零八年十二月十五日期間(包括首尾兩日)暫停辦理股份過戶登記手續。為享有上述宣派之中期股息及特別股息，所有有效過戶文件連同有關股票必須於二零零八年十二月十一日下午四時三十分前送交本公司之香港股份過戶分處卓佳雅柏勤有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

### 董事會

於二零零八年八月二十八日舉行之股東週年大會上，郭少明先生，郭羅桂珍女士及陸楷先生退任本公司執行董事，他們均合資格連任並獲膺選連任為本公司執行董事。陳玉樹教授及梁國輝博士退任本公司獨立非執行董事，彼等之續任分別於二零零八年十一月一日及二零零九年一月一日，已經為或將為本公司擔任獨立非執行董事超過九年，他們均合資格連任並獲膺選連任為本公司獨立非執行董事。

# Supplementary Information

## 其他資料

### Board of Directors (continued)

As at 30 September 2008 and at the date of this report, the members of the Board were as follows:

#### Executive Directors

Mr. KWOK, Siu Ming, Simon, *J.P.*

*(Chairman and chief executive officer ("CEO"))*

Mrs. KWOK LAW, Kwai Chun, Eleanor *(Vice-chairman)*

Mr. LOOK, Guy *(Chief financial officer ("CFO") and qualified accountant)*

#### Non-executive Director

Mrs. LEE LOOK, Ngan Kwan, Christina

#### Independent Non-executive Directors

Professor CHAN, Yuk Shee, *J.P.*

Dr. LEUNG, Kwok Fai, Thomas, *J.P.*

Ms. TAM, Wai Chu, Maria, *GBS, J.P.*

Ms. KI, Man Fung, Leonie, *SBS, J.P.*

### Issue of Shares

During the six months ended 30 September 2008, the Company issued and allotted a total of 2,310,434 shares of HK\$0.10 each of the Company to certain staff members pursuant to their exercise of share options under the 2002 share option scheme ("2002 Share Option Scheme").

### Share Options

#### (I) 1997 Share Option Scheme

The Company adopted the 1997 share option scheme ("1997 Share Option Scheme") on 22 May 1997. As at 1 April 2008, there was no outstanding share option under the 1997 Share Option Scheme. The operation of the 1997 Share Option Scheme was terminated on 29 August 2002 (such that no further options could be offered under the 1997 Share Option Scheme) but the provisions of the 1997 Share Option Scheme continued to govern options granted under this scheme up to and including 28 August 2002. Share options were neither granted, exercised nor lapsed during the relevant period and there are no more shares available for issue under the 1997 Share Option Scheme. Please refer to the annual report of the Company for the year ended 31 March 2008 for details and latest movements of the share options under the 1997 Share Option Scheme for the relevant period.

### 董事會(續)

於二零零八年九月三十日及本報告刊印日期，董事會成員為：

#### 執行董事

郭少明先生，太平紳士

*(主席及行政總裁("行政總裁"))*

郭羅桂珍女士(副主席)

陸楷先生(首席財務總監("首席財務總監")及合資格會計師)

#### 非執行董事

利陸雁群女士

#### 獨立非執行董事

陳玉樹教授，太平紳士

梁國輝博士，太平紳士

譚惠珠小姐，金紫荊星章，太平紳士

紀文鳳小姐，銀紫荊星章，太平紳士

### 發行股份

於截至二零零八年九月三十日止六個月期間，本公司根據二零零二年購股權計劃("二零零二年購股權計劃")發行及配發本公司每股面值0.10港元之股份合共2,310,434股予若干員工。

### 購股權

#### (I) 一九九七年購股權計劃

本公司於一九九七年五月二十二日採納一九九七年購股權計劃("一九九七年購股權計劃")。於二零零八年四月一日，一九九七年購股權計劃並無剩餘購股權。一九九七年購股權計劃之運作於二零零二年八月二十九日終止(故再無購股權可根據一九九七年購股權計劃予以授出)，惟一九九七年購股權計劃之條文繼續對截至並包括二零零二年八月二十八日根據此計劃已授出的購股權具有約束力。於有關期間，並無任何購股權授出、行使及失效，且並無剩餘根據一九九七年購股權計劃可予發行之股份。有關一九九七年購股權計劃於有關期間之詳情及最後變動，請參閱本公司截至二零零八年三月三十一日止之年報。

# Supplementary Information 其他資料

## Share Options (continued)

### (II) 2002 Share Option Scheme

The 2002 Share Option Scheme was approved by the shareholders of the Company at the annual general meeting held on 29 August 2002. Details of share options granted under the 2002 Share Option Scheme and their movements during the period were set out below:—

## 購股權(續)

### (II) 二零零二年購股權計劃

本公司之股東於二零零二年八月二十九日召開之股東週年大會上通過了二零零二年購股權計劃，按二零零二年購股權計劃授出之購股權詳情及於期內之變動載列如下：—

Name 姓名	Date of grant 授出日期	Subscription price per share 每股股份 認購價 (HK\$) (港元)	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日 起計)	*Closing price of the shares immediately before the date on which the options were exercised *股份於最後 購股權行使 日期前一天 之收市價 (HK\$) (港元)	Number of Share Options 購股權數目				Outstanding as at 30 September 2008 於二零零八年 九月三十日 未獲行使
						Outstanding as at 1 April 2008 於二零零八年 四月一日 未獲行使	Granted during the period 於期內授出	Exercised during the period 於期內獲行使	#Lapsed during the period #於期內失效	
<b>Directors</b>										
<b>董事</b>										
Mr. LOOK, Guy 陸楷先生	26 May 2006 二零零六年 五月二十六日	2.965	28 February 2007 to 25 May 2016 二零零七年二月二十八日至 二零一六年五月二十五日	0.75 year 0.75年	-	2,248,141	-	-	-	2,248,141
			29 February 2008 to 25 May 2016 二零零八年二月二十九日至 二零一六年五月二十五日	1.75 years 1.75年	-	2,248,141	-	-	-	2,248,141
			28 February 2009 to 25 May 2016 二零零九年二月二十八日至 二零一六年五月二十五日	2.75 years 2.75年	-	2,248,140	-	-	-	2,248,140
			note 附註(1)	note 附註(1)	-	2,248,141	-	-	-	2,248,141
			note 附註(1)	note 附註(1)	-	2,248,141	-	-	-	2,248,141
			note 附註(1)	note 附註(1)	-	2,248,140	-	-	-	2,248,140
Ms. TAM, Wai Chu, Maria 譚惠珠小姐	29 June 2004 二零零四年 六月二十九日	3.00	29 June 2005 to 28 June 2014 二零零五年六月二十九日至 二零一四年六月二十八日	1 year 1年	-	1,000,000	-	-	-	1,000,000



# Supplementary Information 其他資料

## Share Options (continued)

### (II) 2002 Share Option Scheme (continued)

## 購股權(續)

### (II) 二零零二年購股權計劃(續)

Name 姓名	Date of grant 授出日期	Subscription price per share 每股股份認購價 (HK\$) (港元)	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	*Closing price of the shares immediately before the date on which the options were exercised *股份於緊接購股權行使日期前一天之收市價 (HK\$) (港元)	Number of Share Options 購股權數目				Outstanding as at 30 September 2008 於二零零八年九月三十日未獲行使
						Outstanding as at 1 April 2008 於二零零八年四月一日未獲行使	Granted during the period 於期內授出	Exercised during the period 於期內獲行使	#Lapsed during the period #於期內失效	
Employees Under Continuous Employment Contract 連續性合約僱員	30 October 2003 二零零三年十月三十日	1.68	30 October 2004 to 29 October 2013 二零零四年十月三十日至二零零三年十月二十九日	1 year 1年 note 附註(2)	3.34 (AVG) (平均價)	250,703	-	(16,336)	-	234,367
	30 October 2003 二零零三年十月三十日	1.68	30 October 2005 to 29 October 2013 二零零五年十月三十日至二零零三年十月二十九日	2 years 2年 note 附註(2)	3.41 (AVG) (平均價)	1,078,011	-	(406,676)	-	671,335
	30 October 2003 二零零三年十月三十日	1.68	30 October 2006 to 29 October 2013 二零零六年十月三十日至二零零三年十月二十九日	3 years 3年 note 附註(2)	3.32 (AVG) (平均價)	1,971,643	-	(479,320)	-	1,492,323
	30 October 2003 二零零三年十月三十日	1.68	note 附註(3)	note 附註(3)	3.35 (AVG) (平均價)	824,230	-	(221,200)	(116,000)	487,030
	30 October 2003 二零零三年十月三十日	1.68	note 附註(3)	note 附註(3)	3.29 (AVG) (平均價)	944,303	-	(323,969)	(60,030)	560,304
	30 October 2003 二零零三年十月三十日	1.68	30 October 2006 to 29 October 2013 二零零六年十月三十日至二零零三年十月二十九日	3 years 3年	3.24 (AVG) (平均價)	3,021,482	-	(862,933)	(269,236)	1,889,313
	1 March 2004 二零零四年三月一日	2.85	14 January 2007 to 28 February 2014 二零零七年一月十四日至二零零四年二月二十八日	3 years from the date of employment 僱用日期起計3年	-	183,333	-	-	-	183,333
	1 March 2004 二零零四年三月一日	2.85	note 附註(4)	note 附註(4)	-	85,000	-	-	-	85,000

# Supplementary Information 其他資料

## Share Options (continued)

### (II) 2002 Share Option Scheme (continued)

## 購股權(續)

### (II) 二零零二年購股權計劃(續)

Name 姓名	Date of grant 授出日期	Subscription price per share 每股股份 認購價 (HK\$) (港元)	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日 起計)	*Closing price of the shares immediately before the date on which the options were exercised *股份於緊接 購股權行使 日期前一天 之收市價 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding as at 1 April 2008 於二零零八年 四月一日 未獲行使	Granted during the period 於期內授出	Exercised during the period 於期內獲行使	#Lapsed during the period #於期內失效	Outstanding as at 30 September 2008 於二零零八年 九月三十日 未獲行使
Employees Under Continuous Employment Contract (continued) 連續性合約 僱員 (續)	3 March 2004 二零零四年三月三日	2.78	5 July 2007 to 2 March 2014 二零零七年七月五日至 二零零四年三月二日	3 years from the date of employment 僱用日期 起計3年	-	333,333	-	-	-	333,333
	3 March 2004 二零零四年三月三日	2.78	note 附註(5)	note 附註(5)	-	140,000	-	-	-	140,000
	3 March 2004 二零零四年三月三日	2.78	note 附註(5)	note 附註(5)	-	302,000	-	-	-	302,000
	2 August 2004 二零零四年八月二日	3.12	28 July 2007 to 1 August 2014 二零零七年 七月二十八日至 二零零四年八月一日	3 years from date of employment 僱用日期 起計3年	-	183,333	-	-	(183,333)	-
	2 August 2004 二零零四年八月二日	3.12	note 附註(6)	note 附註(6)	-	40,000	-	-	(40,000)	-
	2 August 2004 二零零四年八月二日	3.12	note 附註(6)	note 附註(6)	-	98,000	-	-	(98,000)	-
	1 December 2004 二零零四年十二月一日	3.85	2 December 2004 to 30 November 2014 二零零四年十二月二日至 二零零四年十一月三十日	-	-	278,666	-	-	-	278,666
	1 December 2004 二零零四年十二月一日	3.85	30 October 2005 to 30 November 2014 二零零五年十月三十日至 二零零四年十一月三十日	2 years from 20 October 2003 二零零三年十月 二十日起計2年	-	278,667	-	-	-	278,667
	1 December 2004 二零零四年十二月一日	3.85	30 October 2006 to 30 November 2014 二零零六年十月三十日至 二零零四年十一月三十日	3 years from 20 October 2003 二零零三年十月 二十日起計3年	-	278,667	-	-	-	278,667

# Supplementary Information 其他資料

## Share Options (continued)

### (II) 2002 Share Option Scheme (continued)

## 購股權(續)

### (II) 二零零二年購股權計劃(續)

Name 姓名	Date of grant 授出日期	Subscription price per share 每股股份認購價 (HK\$) (港元)	Exercisable period 行使期	Vesting period (from the date of grant) 行使前持有期 (自授出日起計)	*Closing price of the shares immediately before the date on which the options were exercised *股份於緊接購股權行使日期前一天之收市價 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding as at 1 April 2008 於二零零八年四月一日未獲行使	Granted during the period 於期內授出	Exercised during the period 於期內獲行使	#Lapsed during the period #於期內失效	Outstanding as at 30 September 2008 於二零零八年九月三十日未獲行使
Employees Under Continuous Employment Contract (continued) 連續性合約僱員 (續)	1 December 2004 二零零四年十二月一日	3.85	1 October 2007 to 30 November 2014 二零零七年十月一日至二零零四年十一月三十日	3 years from 1 October 2004 二零零四年十月一日起計3年	-	66,666	-	-	-	66,666
	1 December 2004 二零零四年十二月一日	3.85	note 附註(7)	note 附註(7)	-	26,000	-	-	-	26,000
	1 December 2004 二零零四年十二月一日	3.85	note 附註(7)	note 附註(7)	-	25,000	-	-	-	25,000
	22 December 2004 二零零四年十二月二十二日	4.15	22 December 2007 to 21 December 2014 二零零七年十二月二十二日至二零零四年十二月二十一日	3 years from date of employment 僱用日期起計3年	-	183,333	-	-	-	183,333
	22 December 2004 二零零四年十二月二十二日	4.15	note 附註(8)	note 附註(8)	-	32,000	-	-	-	32,000
						<b>25,113,214</b>	<b>-</b>	<b>(2,310,434)</b>	<b>(766,599)</b>	<b>22,036,181</b>

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

\* 加權平均收市價(「平均價」)已適當顯示。

# There is no share option cancelled during the period.

# 期內並無購股權被註銷。

# Supplementary Information

## 其他資料

### Share Options (continued)

#### (II) 2002 Share Option Scheme (continued)

Notes:

- (1) The exercise of the share options is subject to certain performance targets that must be achieved by the Director. The share options shall be exercised by the Director not later than 25 May 2016.
- (2) On 30 October 2003, the Company granted share options to employees who had completed a minimum of 5 years of employment with the Company and its subsidiaries ("Group") as at 30 September 2003 to subscribe for shares at an exercise price of HK\$1.68 per share in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the business of the Group.
- (3) On 30 October 2003, the Company granted share options to employees of the Company who are of managerial level or above to subscribe for shares at an exercise price of HK\$1.68 per share in order to encourage and motivate them to continue contributing to the success of the business of the Group. The exercise of the share options is subject to certain performance targets that must be achieved by the employees.
- (4) The exercise of the share options is subject to certain performance targets that must be achieved by the employee. The share options shall be exercised by the employee not later than 28 February 2014.
- (5) The exercise of the share options is subject to certain performance targets that must be achieved by the employee. The share options shall be exercised by the employee not later than 2 March 2014.
- (6) The exercise of the share options is subject to certain performance targets that must be achieved by the employee. The share options shall be exercised by the employee not later than 1 August 2014.

### 購股權(續)

#### (II) 二零零二年購股權計劃(續)

附註：

- (1) 該名董事必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一六年五月二十五日行使。
- (2) 本公司於二零零三年十月三十日授出購股權予於截至二零零三年九月三十日止服務本集團不少於五年之僱員，以獎賞該等僱員對本公司及其附屬公司(「本集團」)業務長線發展作出貢獻和鼓勵及推動該等僱員對集團業務長線發展繼續作出貢獻，其行使價為每股1.68港元。
- (3) 本公司於二零零三年十月三十日授出購股權予經理級或以上之僱員，以鼓勵及推動該等僱員對集團業務長線發展繼續作出貢獻，其行使價為每股1.68港元。有關僱員必須達到若干表現指標才符合資格行使購股權。
- (4) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年二月二十八日行使。
- (5) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年三月二日行使。
- (6) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年八月一日行使。

# Supplementary Information

## 其他資料

### Share Options (continued)

#### (II) 2002 Share Option Scheme (continued)

Notes: (continued)

- (7) The exercise of the share options is subject to certain performance targets that must be achieved by the employee. The share options shall be exercised by the employee not later than 30 November 2014.
- (8) The exercise of the share options is subject to certain performance targets that must be achieved by the employee. The share options shall be exercised by the employee not later than 21 December 2014.

Fair value of share options, measured at the grant date of the options, are determined using the binominal lattice model that is based on the underlying assumptions of one of the commonly used employee share option pricing model. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

### Purchase, Sale or Redemption of Shares

During the six months ended 30 September 2008, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

### 購股權(續)

#### (II) 二零零二年購股權計劃(續)

附註：(續)

- (7) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年十一月三十日行使。
- (8) 該名僱員必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於二零一四年十二月二十一日行使。

購股權於授出日期之公平值採用二項格子法估值模式釐定，該計算方法乃按常用之僱員購股權估值模式為基準。基於作出的假設和所用模式的限制，所計算的公平值必然是主觀和不確定的。購股權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會嚴重影響購股權公平值的估算。

### 購回、出售或贖回股份

本公司或其任何附屬公司於截至二零零八年九月三十日止六個月內概無購回、出售或贖回本公司任何上市證券。

## Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

As at 30 September 2008, the interests and short positions of the director(s) ("Director(s)") and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") were set out below:

於二零零八年九月三十日，本公司董事（「董事」）及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券條例」）第XV部）擁有根據證券條例第XV部第7及第8分部須知會本公司及聯交所的股份、相關股份及債券之權益及淡倉（包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

# Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

## (I) Long Position in the Shares, Underlying Shares and Debentures of the Company

## (I) 擁有公司股份、相關股份及債券之好倉

Name of Director 董事姓名	Capacity 身份	Number of shares in the Company 本公司之股份數目					Total 總權益	Approximate percentage of shareholding 約佔持股百分比
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益			
Mr. KWOK, Siu Ming, Simon 郭少明先生	Interests of a controlled corporation (Note 1) 所控制法團的權益(附註1)	-	-	898,506,400	-	898,506,400	65.05%	
	Beneficial owner 實益擁有人	20,364,000	-	-	-	20,364,000	1.47%	
Mrs. KWOK LAW, Kwai Chun, Eleanor 郭羅桂珍女士	Interests of a controlled corporation (Note 1) 所控制法團的權益(附註1)	-	-	898,506,400	-	898,506,400	65.05%	
	Beneficial owner 實益擁有人	1,000,000	-	-	-	1,000,000	0.07%	
Mrs. LEE LOOK, Ngan Kwan, Christina 利陸雁群女士	Interests of a controlled corporation 所控制法團的權益	-	-	148,000	-	148,000	0.01%	
	Beneficial owner 實益擁有人	1,150,000	-	-	-	1,150,000	0.08%	
Professor CHAN, Yuk Shee 陳玉樹教授	Beneficial owner 實益擁有人	1,150,000	-	-	-	1,150,000	0.08%	

Note 1: 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.

附註1：該等股份其中696,780,000股由Sunrise Height Incorporated持有而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及Green Ravine Limited 50%權益。

Details of the interests of Directors and chief executive in the derivatives interests in the Company for the six months ended 30 September 2008 were disclosed under the section headed "Share Options" under "Supplementary Information" ("Share Options Section").

各董事及最高行政人員於截至二零零八年九月三十日止六個月期間擁有本公司衍生工具權益之詳情已於「其他資料」項下「購股權」一欄(「購股權部份」)披露。

# Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

## (II) Long position in the Shares, Underlying Shares and Debentures of Associated Corporations

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 ("Deferred Shares") of Base Sun Investment Limited, Matford Trading Limited, Sa Sa Cosmetic Company Limited and Sa Sa Investment Limited, all of which are wholly-owned subsidiaries of the Company. Mrs. KWOK LAW, Kwai Chun, Eleanor is also taken to be interested in all the Deferred Shares of Vance Trading Limited, a wholly-owned subsidiary of the Company. Details of interests in the Deferred Shares were set out below:

*Mr. KWOK, Siu Ming, Simon*

## (II) 擁有相聯法團股份、相關股份及債券之好倉

郭少明先生及郭羅桂珍女士分別被視為擁有鵬日投資有限公司、美福貿易有限公司、莎莎化粧品有限公司及莎莎投資有限公司之全部已發行無投票權遞延股份(「遞延股份」)之權益，前述公司均為本公司全資附屬公司。郭羅桂珍女士亦被視為擁有本公司全資附屬公司榮森貿易有限公司全部已發行無投票權遞延股份之權益。遞延股份之權益詳情載列如下：

*郭少明先生*

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



# Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

## (II) Long position in the Shares, Underlying Shares and Debentures of Associated Corporations

(continued)

Mrs. KWOK LAW, Kwai Chun, Eleanor

## (II) 擁有相聯法團股份、相關股份及債券之好倉(續)

郭羅桂珍女士

Name of associated corporation 相聯法團名稱	Capacity 身份	Number of Deferred Shares in the associated corporation 相聯法團之遞延股份數目					Total interests 總權益	Percentage of shareholding to all the Deferred Shares of associated corporation 佔相聯法團之所有遞延股份百分比
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益			
Base Sun Investment Limited 鵬日投資有限公司	Interest of a controlled corporation (Note 1) 所控制法團的權益(附註1)	-	-	2	-	2	100%	
Matford Trading Limited 美福貿易有限公司	Beneficial owner (Note 3) 實益擁有人(附註3)	3	-	-	-	3	50%	
Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司	Beneficial owner 實益擁有人	1	-	-	-	1	50%	
Sa Sa Investment Limited 莎莎投資有限公司	Beneficial owner 實益擁有人	1	-	-	-	1	50%	
Vance Trading Limited 榮森貿易有限公司	Beneficial owner 實益擁有人	1,600,000	-	-	-	1,600,000	100%	

### Notes:

1. Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor hold 2 Deferred Shares in Base Sun Investment Limited through Link Capital Investment Limited and Modern Capital Investment Limited. Link Capital Investment Limited and Modern Capital Investment Limited are companies owned as to 50% each by Mr. KWOK, Siu Ming, Simon and Mrs. KWOK LAW, Kwai Chun, Eleanor.

### 附註:

1. 郭少明先生及郭羅桂珍女士透過Link Capital Investment Limited及Modern Capital Investment Limited持有鵬日投資有限公司2股遞延股份。郭少明先生及郭羅桂珍女士各持有Link Capital Investment Limited及Modern Capital Investment Limited 50%權益。

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

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

### (II) Long position in the Shares, Underlying Shares and Debentures of Associated Corporations

(continued)

Notes: (continued)

2. Mr. KWOK, Siu Ming, Simon holds 3 Deferred Shares in Matford Trading Limited through Mr. YUNG, Leung Wai who acts as a nominee shareholder.
3. Mrs. KWOK LAW, Kwai Chun, Eleanor holds 3 Deferred Shares in Matford Trading Limited through Ms. KWOK, Lai Yee, Mable who acts as a nominee shareholder.
4. Certain qualifying share was held by Mr. KWOK, Siu Ming, Simon in trust for a wholly-owned subsidiary of the Company.

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

### (III) Share Options

The interest of the Directors and chief executive in the share options (being regarded as unlisted physically settled equity derivatives) of the Company are detailed in the Share Options Section.

#### Directors' benefits from rights to acquire shares or debentures

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

### (II) 擁有相聯法團股份、相關股份及債券之好倉(續)

附註：(續)

2. 郭少明先生透過容良偉先生(作為其代理人股東)持有美福貿易有限公司3股遞延股份。
3. 郭羅桂珍女士透過郭麗儀小姐(作為其代理人股東)持有美福貿易有限公司3股遞延股份。
4. 郭少明先生以託管人身份為本公司的一間全資附屬公司持有若干合資格股份。

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

### (III) 購股權

董事及最高行政人員持有之本公司購股權權益(被界定為非上市之實貨交易股票衍生產品)之詳情已於購股權部份內予以詳盡披露。

#### 董事購買股份或債券權利之利益

除於購股權部份內披露者外，本公司、其控股公司或其附屬公司於期內任何時間概無參與訂立任何協議，令本公司之董事(包括彼等之配偶或十八歲以下之子女)可藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

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

## 股東於股份及相關股份之權益及淡倉

So far as is known to any director ("Director(s)") or chief executive of the Company, as at 30 September 2008, shareholders, other than a Director or chief executive, who had interests and short positions in the shares and underlying shares of the Company which would have to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions), or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO were as follows:

就本公司董事(「董事」)或最高行政人員所知，於二零零八年九月三十日，擁有根據證券條例第XV部第2及第3分部須向本公司及聯交所披露的股份及相關股份之權益及淡倉(包括彼等根據證券條例之該等條文被假設或視為擁有之權益或淡倉)，或記載於本公司按證券條例第336條須置存之登記冊內的權益或淡倉之股東如下：

### Long Position of Substantial Shareholders in the Shares of the Company

### 主要股東擁有本公司股份之好倉

Name of company 公司名稱	Capacity 身份	No. of shares held 持股量	Approximate percentage of shareholding 約佔持股百分比
Sunrise Height Incorporated	Beneficial owner 實益擁有人	696,780,000 (Note) (附註)	50.45%
Green Ravine Limited	Beneficial owner 實益擁有人	201,726,400 (Note) (附註)	14.60%

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.

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

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

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

# Forging Ahead to Good Corporate Governance

## 昂然邁向良好企業管治

(I) Composition of the Board and various Board Committees (I) 董事會及董事委員會之組成



# Corporate Governance

## 企業管治

The Company is committed to good corporate governance principles and practices. The board (“Board”) of directors (“Directors”) appreciates that corporate responsibility initiatives can scale up their impact by linking to corporate governance frameworks and recognizes that it is essential to safeguard the interests of stockholders, customers and employees and uphold accountability, transparency and responsibility of the Company.

The Company had complied with the code provisions (“Code Provision(s)”) in the Code on Corporate Governance Practices (“CG Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the six months ended 30 September 2008 except for deviation from the Code Provision A.2.1, particulars of which were set out below. With a view to monitoring and continuously improving its performance, the Company shall review its corporate governance practices from time to time and always aims to enhance its corporate governance practices to be in line with local and international practices.

本公司致力維持良好企業管治原則及常規。本公司董事(「董事」)會(「董事會」)透過企業責任方針與企業管治框架之連繫提升影響力，深信保障股東、客戶與僱員之權益，並提升公司問責、透明度及責任感尤為重要。

截至二零零八年九月三十日止六個月期內，本公司已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「管治守則」)的所有守則條文(「守則條文」)，惟偏離管治守則守則條文第A.2.1條者則除外，有關詳情載於下文。為了監察及持續改善表現，本公司將不時檢討其企業管治守則，並不斷致力提升本公司之企業管治守則達到本地及國際常規之水平。

# Corporate Governance

## 企業管治

### Board

The Board currently comprises three executive Directors, namely Mr. KWOK, Siu Ming, Simon, Mrs. KWOK LAW, Kwai Chun, Eleanor and Mr. LOOK, Guy, and five NEDs in which four of them are INEDs, representing more than one-third of the Board. The INEDs are Professor CHAN, Yuk Shee, Dr. LEUNG, Kwok Fai, Thomas, Ms. TAM Wai Chu, Maria and Ms. KI, Man Fung, Leonie who offer diversified expertise and serve to advise the Board and management on strategic development and provide checks and balances for safeguarding the interest of the shareholders and the Group as a whole.

The business and affairs of the Company and its subsidiaries ("Group") shall be under the direction of and vest with the Board pursuant to the articles of association of the Company. The Board is elected by the shareholders and is the ultimate decision making body of the Group except for those matters reserved for shareholders. The Board accepts that it is ultimately accountable and responsible for the performance and affairs of the Group. However, while the Board retains oversight responsibility, certain of that authority is necessarily delegated by the Board to the management in order to enable the management to develop and implement the Company's strategic plans and annual operating plans, and to conduct the Company's day-to-day activities. The Board diligently monitors the management's performance in that regard but responsibility for conducting the Company's day-to-day operations rests with the management.

The Board appointed four Board committees, namely executive committee, audit committee, compensation committee and nomination committee to oversee particular aspects of the Group's affairs. The Company shall review the said delegation arrangements on a periodic basis to ensure that they remain appropriate to its needs. The Board and the Board committees work under well-established corporate governance practices and its terms of reference which reinforces the responsibilities of Directors in accordance with the requirements of the Listing Rules and other relevant statutory and regulatory requirements.

### 董事會

董事會現包括三名執行董事，分別為郭少明先生、郭羅桂珍女士與陸楷先生，以及五名非執行董事，其中四人為獨立非執行董事，佔董事會人數超過三分之一。獨立非執行董事為陳玉樹教授、梁國輝博士、譚惠珠小姐與紀文鳳小姐，彼等提供不同之專業知識及向董事會和管理層提供策略發展之意見，並為保障股東及本集團整體利益擔當審核及協調工作。

本公司及其附屬公司（「本集團」）之業務及事務乃根據本公司組織章程細則由董事會領導及授權。董事會乃由股東選出，且為本集團最終決策單位，惟須由股東處理之事宜則除外。董事會須就本集團之表現及事務最終問責及負責。儘管董事會保留監察責任，其若干權力仍須下放予管理層，使管理層可以發展和推行本公司的策略性計劃和年度營運方案與及進行本公司日常之活動。董事會盡心監察管理層之表現，惟本公司日常運作則留待管理層處理。

董事會已委任四個董事委員會，分別為行政委員會、審核委員會、薪酬委員會及提名委員會，以監察集團事務的各特定範疇。本公司會定期檢討上述委派權力之安排，以確保其切合所需。董事會及董事委員會按照良好的企業管治常規及其職權範圍運作，此等常規及職權範圍乃根據上市規則及其他有關法定及監管要求規定，旨在加強董事之責承。

# Corporate Governance

## 企業管治

The Directors' attendance at the Board and Board committee meetings of the Company during the six months ended 30 September 2008 are set out in the following table ("Meeting Attendance"):

截至二零零八年九月三十日止六個月期間，董事出席本公司董事會及董事委員會會議之記錄載於下表(「會議出席記錄」)：

### Meeting Attendance

### 會議出席記錄

Name of Directors 董事姓名	Board meeting 董事會 會議	Executive committee meeting 行政委員會 會議	Audit committee meeting 審核委員會 會議	Nomination committee meeting 提名委員會 會議	Compensation committee meeting 薪酬委員會 會議
<b>Executive Directors</b> 執行董事					
Mr. KWOK, Siu Ming, Simon 郭少明先生	2	5	2 (Note 1) (附註1)	1 (Note 2) (附註2)	n/a 不適用
Mrs. KWOK LAW, Kwai Chun, Eleanor 郭羅桂珍女士	2	4	1 (Note 1) (附註1)	1	-
Mr. LOOK, Guy 陸楷先生	2	5	2 (Note 1) (附註1)	n/a 不適用	n/a 不適用
<b>NED</b> 非執行董事					
Mrs. LEE LOOK, Ngan Kwan, Christina 利陸雁群女士	1	n/a 不適用	n/a 不適用	n/a 不適用	n/a 不適用
<b>INEDs</b> 獨立非執行董事					
Professor CHAN, Yuk Shee 陳玉樹教授	2	n/a 不適用	2	n/a 不適用	n/a 不適用
Dr. LEUNG, Kwok Fai, Thomas 梁國輝博士	1	n/a 不適用	0	0	-
Ms. TAM, Wai Chu, Maria 譚惠珠小姐	2	n/a 不適用	2	1	-
Ms. KI, Man Fung, Leonie 紀文鳳小姐	2	n/a 不適用	2	n/a 不適用	-
<b>Total meetings held</b> 會議總數	<b>2</b>	<b>5</b>	<b>2</b>	<b>1</b>	<b>-</b>

#### Notes :

- (1) Mr. KWOK, Siu Ming, Simon, Mrs. KWOK LAW, Kwai Chun, Eleanor and Mr. LOOK, Guy attended the audit committee meeting(s) as invitees.
- (2) Mr. KWOK, Siu Ming, Simon attended the nomination committee meeting as invitee.

#### 附註：

- (1) 郭少明先生、郭羅桂珍女士與陸楷先生以受邀者身分出席審核委員會會議。
- (2) 郭少明先生以受邀者身分出席提名委員會會議。

# Corporate Governance

## 企業管治

### Executive Committee

Being part of the management team, the executive committee had meetings on a regular basis. The members of the executive committee are Mr. KWOK, Siu Ming, Simon, who presides as the chairman, Mrs. KWOK LAW, Kwai Chun, Eleanor and Mr. LOOK, Guy.

### Audit Committee

The Company established an audit committee with written terms of reference on 13 October 1999. The current audit committee members are Professor CHAN, Yuk Shee who presides as chairman, Dr. LEUNG, Kwok Fai, Thomas, Ms. TAM, Wai Chu, Maria and Ms. KI, Man Fung, Leonie, all of whom are INEDs and at least one of whom possess the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The audit committee is responsible for, inter alia, reviewing and monitoring the relationship between the Company and its auditors, reviewing the financial information of the Company and overseeing the Company's financial controls, internal control and risk management systems. The audit committee members shall meet with external auditors and internal control consultants and discuss the general scope of the audit works and review the audit reports and the interim and annual accounts of the Group. During the period, the audit committee met privately with the external auditors, without the presence of the executive Directors of the Company, to discuss matters or issues arising from the audit and any other matters the external auditors may wish to raise.

### 行政委員會

行政委員會作為管理團隊之一部分，會定期舉行會議。行政委員會成員為郭少明先生(主席)、郭羅桂珍女士及陸楷先生。

### 審核委員會

本公司於一九九九年十月十三日成立審核委員會，並訂明其職權範圍。審核委員會現有成員為陳玉樹教授(主席)、梁國輝博士、譚惠珠小姐及紀文鳳小姐，彼等均為獨立非執行董事，彼等中最少一人擁有上市規則第3.10(2)條要求的適當專業資格或會計或相關財務管理專業知識。

審核委員會須負責(其中包括)檢討及監察本公司與其核數師之關係、審閱本公司財務資料、監管本公司財務監控、內部監控及風險管理制度。審核委員會成員須與外聘核數師及內部監控顧問將會會面，商討審核工作一般範疇及審閱本集團審核報告、中期及全年賬目。期內，審核委員會曾單獨與外聘核數師會面，商討審核出現的事宜或事項以及外聘核數師可能提出的任何其他事宜，而本公司執行董事並無出席有關會議。



# Corporate Governance

## 企業管治

### Compensation Committee

A compensation committee had been formed in December 1999 and was then formally established in March 2000. There are four compensation committee members currently, namely Dr. LEUNG, Kwok Fai, Thomas, who presides as the chairman, Mrs. KWOK LAW, Kwai Chun, Eleanor, Ms. TAM Wai Chu, Maria and Ms. KI, Man Fung, Leonie and the majority of whom are INEDs.

The role and authorities of the compensation committee, including those set out in B.1.3 of the Code Provision in the CG Code, were clearly set out in its terms of reference which are available at the Company's website and on request. Pursuant to its terms of reference, the compensation committee should be provided with sufficient resources to discharge its duties, including obtaining independent professional advice in appropriate circumstances as and when deemed necessary and fit pursuant to the independent advice guideline adopted by the Company from time to time.

### Nomination Committee

The Board had established a nomination committee on 31 March 2005, whose members are Ms. TAM, Wai Chu, Maria, being the chairman, Mrs. KWOK LAW, Kwai Chun, Eleanor and Dr. LEUNG, Kwok Fai, Thomas. The terms of reference of the nomination committee adopted on 31 March 2005, which is made available on the website of the Group, has set out details of its role and functions, nomination procedures and the process and criteria adopted for selection and recommendation of candidates for directorship of the Company, summary of which is set out below.

The nomination committee is responsible for, inter alia:-

- (i) determining the policy for the nomination of Directors;
- (ii) reviewing the structure, size and composition (including the skills, knowledge and expertise) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;

### 薪酬委員會

薪酬委員會最初於一九九九年十二月成立，其後於二零零零年三月正式組成。現有的四名薪酬委員會成員包括梁國輝博士(主席)、郭羅桂珍女士、譚惠珠小姐及紀文鳳小姐，其大部分成員均為獨立非執行董事。

薪酬委員會之角色及權力，包括管治守則中之守則條文第B.1.3條所載者，清楚載列於其職權範圍內，有關文件已於本公司網站登載，並可於作出要求時供查閱。按有關職權範圍，薪酬委員會應獲提供充足資源，包括根據本公司不時採納之獨立意見指引，以及被視為有需要及適當時於適當情況獲取獨立專業意見，以履行其責任。

### 提名委員會

董事會於二零零五年三月三十一日成立提名委員會，成員為譚惠珠小姐(主席)、郭羅桂珍女士及梁國輝博士。本集團網站已登載於二零零五年三月三十一日獲採納之提名委員會職權範圍，載有該委員會角色和職能、以及挑選及建議合適人選加入本公司董事會之提名程序、過程及準則概述如下。

提名委員會負責，其中包括：

- (i) 釐定提名董事之政策；
- (ii) 定期檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出之變動向董事會作出建議；

# Corporate Governance

## 企業管治

- (iii) identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorship;
  - (iv) assessing the independence of INEDs; and
  - (v) making recommendations to the Board on the relevant matters relating to the appointment or re-appointment of Directors.
- (iii) 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會作出建議；
  - (iv) 評核獨立非執行董事之獨立性；及
  - (v) 就董事委任或重新委任向董事會作出建議。

At the meeting held on 23 June 2008, the nomination committee reviewed and considered the re-appointments of Professor CHAN, Yuk Shee and Dr. LEUNG, Kwok Fai, Thomas who, by their re-appointments on 1 November 2008 and 1 January 2009 respectively served or shall serve the Company for more than nine years as INEDs and members of the respective Board committees. They were recommended, and subsequently approved by the Board, to be re-appointed as INEDs and members of the respective Board committees for a further term of 3 years.

於二零零八年六月二十三日舉行之會議上，提名委員會審閱及考慮重選陳玉樹教授及梁國輝博士為獨立非執行董事及個別董事委員會之成員(彼等之續任分別於二零零八年十一月一日及二零零九年一月一日，已經為或將為本公司擔任獨立非執行董事超過九年)。他們均被提名委員會推薦及董事會批准再延長任期三年為獨立非執行董事及個別董事委員會之成員。

### Management Meetings

Executive committee and the management team meet together regularly to review, discuss and make decisions on financial and operational matters. During the period, five management meetings were held and chaired by the chairman and CEO of the Company or delegate in his absence, which enhanced and strengthened departmental communications and co-operation within the Group.

### 管理層會議

行政委員會及管理層團隊定期會面，檢討、商討及就財務及營運事項作出決策。於期內，曾舉行五次管理層會議，由本公司主席及行政總裁或其授權代表於其缺席時主持，以提高及鞏固集團部門間之溝通及合作。

### (II) CG Code in Appendix 14

The Code Provision A.2.1 of the CG Code stipulated that the roles of chairman and CEO should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

### (II) 附錄十四之管治守則

管治守則中守則條文第A.2.1條指明主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

# Corporate Governance

## 企業管治

Mr. KWOK, Siu Ming, Simon has been both the chairman and CEO of the Company whose responsibilities were clearly set out in writing and approved by the Board effective on 1 April 2005. Given the Group's current stage of development, the Board considers that vesting the roles of chairman and CEO in the same person facilitates the execution of the Group's business strategies and maximizes effectiveness of its operation. The Board shall nevertheless review the structure from time to time and it will consider the appropriate move to take should suitable circumstance arise.

### (III) Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") in Appendix 10

The Company adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code ("Company's Code"). Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard set out in the Model Code and the Company's Code throughout the period.

### (IV) Internal Control

Recognising that a well-designed system of internal control is crucial to safeguard the assets of the Group and to ensure the reliability of financial reporting as well as compliance with laws and regulations, the Group is committed to set up and maintain a sound and effective internal control system which is devised to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives. The Board also acknowledges that it has overall responsibility for the Group's internal control, financial control and risk management system and shall monitor its effectiveness from time to time.

郭少明先生一直身兼本公司主席及行政總裁兩職，其職責已清楚界定並以書面列載，並獲董事會通過，於二零零五年四月一日起生效。按本集團目前之發展情形，董事會認為由同一人身兼主席及行政總裁，有利執行本集團之商業策略和發揮本集團之最高營運效益，惟董事會會不時檢討有關架構，當情況合適時，會考慮作出適當的安排。

### (III) 附錄十之上市發行人董事進行證券交易的標準守則(「標準守則」)

本公司已就董事進行的證券交易，採納一套不低於標準守則所訂標準的守則(「本公司守則」)。經向全體董事作出特定查詢，全體董事均確認已於期內遵守標準守則及本公司守則規定之標準。

### (IV) 內部監控

設計完善之內部監控制度對保障本集團財產、確保財務報告可靠性以及遵守法例及規則甚為重要，所以本集團致力設立並維持一套健全及有效的內部監控系統，以提供合理，惟非絕對之保證，以防出現嚴重誤報或損失的情況，並管理而非杜絕運作系統及達致集團目標出現失誤之風險。董事會亦明白其對本集團內部監控、財務控制及風險管理制度之整體責任，並不時監察其效能。

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### Internal audit function

The Group has maintained an internal audit function that is responsible for assisting the Board in maintaining effective internal controls by evaluating their effectiveness and efficiency and by promoting continuous improvement. The internal audit function of the Group, which is independent of the management of the Company, reports directly to the audit committee quarterly and has access to the chairman of the audit committee, if appropriate, during the period.

The Group has outsourced certain internal audit activities to an independent risk consulting firm which is not the auditor of any members of the Group ("Internal Control Consultants") in 2007. The Internal Control Consultants performed reviews of the Group's internal controls based on a risk-based annual audit plan approved by the audit committee.

The annual audit plan was arrived at using a risk-based approach to determine the priorities of the internal audit activities. The audit committee has the final authority to review and approve the annual audit plan and all major changes to the plan. In addition, special reviews may also be performed on areas of concern identified by management or the audit committee from time to time.

During the six months ended 30 September 2008, the Internal Control Consultants have performed internal control reviews on major aspects of the Group's operations in Hong Kong, Taiwan and the Mainland China. Post audit reviews were performed to ensure the action plans were executed as designed. Key findings of each review were reported to and reviewed by the audit committee quarterly.

### 內部審核功能

本集團的內部審核功能負責協助董事會維持有效內部監控，以評核其效力和效率，並促進連續性的改善。本集團的內部審核功能獨立於本公司管理層，於期內按季度直接向審核委員會報告，並可於適當時候主動向審核委員會主席匯報。

於二零零七年，本集團已將內部審核功能外發予獨立風險顧問公司（「內部監控顧問」）（該公司並非本集團任何成員之核數師）。內部監控顧問以審核委員會通過的以風險為基礎的年度審核計劃，進行本集團內部監控檢討。

該年度審核計劃使用以風險為基礎的方法，決定內部審核活動的優先次序。審核委員會有最終權力審閱及批准有關之年度審核計劃以及計劃的所有重大修改。此外，亦可按管理層或審核委員會不時的指示，對其關注的範圍進行指定的審核。

截至二零零八年九月三十日六個月期間，內部監控顧問為本集團於香港、台灣及中國內地之主要業務進行內部監控檢討。審核後之檢討亦已經作出，確保有關之執行計劃可以按時進行。審核委員會每季度均會審閱各提呈委員會之檢討的重大發現。

# Corporate Governance

## 企業管治

### (V) Investor Relations

The Group is committed to fostering productive and long-term relationships with shareholders and investors through open and prompt communication. Various channels have been established to facilitate transparency. Key information on the Group, which is continuously updated (including a separate Corporate Governance section), results reports and web casts of results presentations are available on our corporate web site ([www.sasa.com/corporate](http://www.sasa.com/corporate)). In addition to the annual general meeting in which shareholders can put questions to Directors about the Group's performance, press and analysts' conferences are held at least twice a year subsequent to the interim and final results announcements. At these conferences, our management team explains the Group's business performance and future direction. The Group also seeks opportunities to communicate its strategies to investors and the public through active participation at investors' conferences, regular meetings with fund managers and potential investors, as well as through press interviews and timely press releases. Other than individual meetings with analysts, institutional investors and fund managers, the Group also participated in various road shows and conferences during the period. These are summarised as follows:

### (V) 投資者關係

集團致力與股東及投資者建立良好而長遠的關係，因此設立多種溝通渠道作迅速和坦誠的溝通，以增加透明度。集團網頁 ([www.sasa.com/corporate](http://www.sasa.com/corporate)) 載有集團之重要資訊(包括獨立的「公司管治」章節)，而且不斷更新，亦載有業績報告及記者招待會上發佈的業績簡報。除在股東週年大會上股東可向董事提出有關集團表現的意見外，集團亦每年最少於公佈中期及年度業績後舉行兩次記者招待會及分析員研討會，由管理層講解集團的業績及未來發展方向。此外集團亦透過積極參與投資者會議，定期與基金經理及潛在投資者會面，接受報章訪問及發放新聞稿向投資者及公眾闡釋業務策略。期內，集團管理層除與分析員、機構投資者及基金經理會面外，亦曾參加以下巡迴推介及大型投資者會議：

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Date 日期	Event 活動	Organiser 主辦機構	Location 地點
September 2008 二零零八年九月	Road show 巡迴推介	DBS Vickers Securities 星展唯高達證券	Boston & Chicago 波士頓及芝加哥
September 2008 二零零八年九月	Asia Pacific & Emerging Markets Equity Conference 亞太區及新興市場投資會議	JP Morgan 摩根大通	New York 紐約
July 2008 二零零八年七月	Daiwa HKEx Investment Seminar 大和證券HKEx投資會議	Daiwa Securities SMBC 大和證券SMBC	Tokyo 東京
June 2008 二零零八年六月	Road show 巡迴推介	Lehman Brothers 雷曼兄弟	Singapore 新加坡
June 2008 二零零八年六月	Road show 巡迴推介	Lehman Brothers 雷曼兄弟	Hong Kong 香港
May 2008 二零零八年五月	Road show 巡迴推介	Lehman Brothers 雷曼兄弟	New York & San Francisco 紐約及三藩市
April 2008 二零零八年四月	Greater China Consumer Access Day 香港／中國消費企業推介日	CLSA 里昂證券	London 倫敦

By Order of the Board  
**Kwok Siu Ming, Simon**  
*Chairman and CEO*

承董事會命  
主席及行政總裁  
**郭少明**

Hong Kong, 27 November 2008

香港，二零零八年十一月二十七日





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Shares of Sa Sa International Holdings Limited are traded on  
The Stock Exchange of Hong Kong Limited (Stock Code: 178)  
莎莎國際控股有限公司股份於香港聯合交易所有限公司買賣（股份代號：178）

