



MEDICSKIN HOLDINGS LIMITED

密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8307

THIRD QUARTERLY REPORT

2015/16

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

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*This report, for which the directors (the “**Directors**”) of Medicskin Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

FINANCIAL HIGHLIGHTS

For the nine months ended 31 December 2015

- The Group's revenue amounted to approximately HK\$46.1 million for the nine months ended 31 December 2015, representing a decrease of approximately HK\$4.2 million, or 8.3%, as compared to the nine months ended 31 December 2014.
- The profit and total comprehensive income for the nine months ended 31 December 2015 attributable to the owners of the Company was approximately HK\$1.6 million, representing an increase of approximately HK\$0.3 million, or 23.1%, as compared to the nine months ended 31 December 2014.
- The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2015.

UNAUDITED THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to report the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the nine months ended 31 December 2015 together with the comparative unaudited figures for the corresponding period of last year as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2015

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Revenue	2	15,897	16,937	46,063	50,324
Other income, gains and losses		(184)	–	(364)	(16)
Inventories used		(2,085)	(2,175)	(5,992)	(6,240)
Staff costs		(8,292)	(7,700)	(25,234)	(23,012)
Depreciation of property, plant and equipment		(500)	(613)	(1,777)	(1,813)
Other expenses		(3,698)	(2,335)	(10,018)	(6,714)
Finance costs	3	–	(142)	–	(439)
Listing expenses		–	(3,248)	–	(8,669)
Profit before tax		1,138	724	2,678	3,421
Income tax expense	4	(598)	(697)	(1,073)	(2,122)
Profit and total comprehensive income for the period attributable to owners of the Company		540	27	1,605	1,299
Earnings per share, basic (HK cent)	6	0.14	0.01	0.40	0.39
Earnings per share, diluted (HK cent)	6	0.14	N/A	0.40	N/A

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2015

	Attributable to owners of the Company					
	Share capital	Share premium	Capital reserve	Share options reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000 (note a)	HK\$'000	HK\$'000	HK\$'000
At 1 April 2015 (audited)	4,000	31,670	2,579	-	8,934	47,183
Profit and total comprehensive income for the period	-	-	-	-	1,605	1,605
Recognition of equity-settled share-based payments	-	-	753	137	-	890
Dividend recognised as distribution (note 5)	-	-	-	-	(7,000)	(7,000)
At 31 December 2015 (unaudited)	4,000	31,670	3,332	137	3,539	42,678
At 1 April 2014 (audited)	-	-	1,580	-	8,806	10,386
Profit and total comprehensive income for the period	-	-	-	-	1,299	1,299
Recognition of equity-settled share-based payment	-	-	753	-	-	753
Issue of shares (note b)	667	39,334	-	-	-	40,001
Capitalisation Issue (note c)	3,333	(3,333)	-	-	-	-
Transaction costs attributable to issue of shares	-	(4,223)	-	-	-	(4,223)
Dividend recognised as distribution (note 5)	-	-	-	-	(3,200)	(3,200)
At 31 December 2014 (unaudited)	4,000	31,778	2,333	-	6,905	45,016

Notes:

- Capital reserve represents deemed contribution from the controlling shareholder (i.e. Dr. Kong Kwok Leung ("**Dr. Kong**") arising from the share reward granted to a medical practitioner of the Group by Dr. Kong for the services rendered to the Group. The fair value of services received, which is determined by reference to the fair value of the share reward at the grant date, is expensed on a straight-line basis over the vesting period, with a corresponding increase in capital reserve.
- On 17 December 2014, the Company placed 66,668,000 new shares at HK\$0.6 per share for a total gross proceeds of approximately HK\$40,001,000. The proceeds will be used to finance the implementation plan as set forth in the section headed "Statement of Business Objective and Use of Proceeds" of the prospectus of the Company dated 12 December 2014 (the "**Prospectus**").
- Pursuant to the written resolutions passed by the shareholders of the Company on 3 December 2014, after the share premium account of the Company being credited as a result of listing of the Company's shares on GEM on 18 December 2014 (the "**Listing**") by way of placing, the Directors were authorised to capitalise the amount of HK\$3,333,319 from the share premium account of the Company and to apply such amount as to pay up in full at par a total 333,331,900 ordinary shares of HK\$0.01 each for allotment and issue to the persons whose names appear on the register of members of the Company at the close of business on 3 December 2014 in proportion to their then existing shareholdings in the Company (the "**Capitalisation Issue**").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2015

1. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The Group's consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The principal accounting policies used in the consolidated financial statements are consistent with those followed in the preparation of the Group's financial statements for the year ended 31 March 2015, except for the accounting policy used for the first time in the current period as disclosed below. The consolidated financial statements are unaudited, but have been reviewed by the audit committee (the "Audit Committee") of the Company.

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options issued to employees and other eligible persons are measured at the fair value of the share options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits.

The HKICPA has issued a number of new and revised HKFRSs. For those which are effective for accounting period beginning on 1 April 2015, the application has no material impact on the reported results and financial position of the Group for the current and/or prior accounting periods. For those which are not yet effective, the Directors anticipate that the application of those new and revised HKFRSs will have no material impact on the Group's results and financial position.

2. REVENUE AND SEGMENT INFORMATION

Revenue is measured at the fair value of the consideration received or receivable and represents amounts received and receivable for goods sold and services provided in the normal course of business, net of discounts and refund. The Group's operating activities are attributable to a single operating segment focusing on provision of consultation services ("Consultation Service"), prescription and dispensing of medication and/or skincare products including sale of skincare products ("Prescription and Dispensing Service") and provision of medical skin care treatments which are non-invasive/minimally invasive in nature ("Treatment Service"). This operating segment has been identified on the basis of internal management reports prepared in accordance with the Group's accounting policies. Dr. Kong and Mr. Lo Kwok Bun, two of the Directors of the Company, have been identified as the chief operating decision makers ("CODM"). The CODM review the Group's revenue analysis by services and products in order to assess performance and allocation of resources.

The following is an analysis of the Group's revenue:

	Three months ended		Nine months ended	
	31 December		31 December	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Consultation Service	890	985	2,623	3,237
Prescription and Dispensing Service	6,907	7,708	20,949	23,380
Treatment Service	8,100	8,244	22,491	23,707
	15,897	16,937	46,063	50,324

Other than revenue analysis, no operating results or other discrete financial information is available for the assessment of performance and allocation of resources. The CODM review the results of the Group as a whole to make decisions. Accordingly, other than entity wide information, no analysis of this single operating segment is presented.

3. FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Interests on:				
Borrowings wholly repayable within five years	-	140	-	430
Finance leases wholly repayable within five years	-	2	-	9
	-	142	-	439

4. INCOME TAX EXPENSE

	Three months ended 31 December		Nine months ended 31 December	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Income tax expense comprises:				
Current year Hong Kong Profits Tax	598	774	1,073	2,237
Deferred tax charge	-	(77)	-	(115)
	598	697	1,073	2,122

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for the indicated periods.

5. DIVIDENDS

During the nine months ended 31 December 2014, an interim dividend of HK\$3.2 million was distributed by Multiple Profit Enterprise Limited, a wholly owned subsidiary of the Company after the reorganisation as described in the Prospectus (the "Reorganisation"), to its then shareholders.

A final dividend in respect of the year ended 31 March 2015 of HK0.25 cent per share, amounting to HK\$1 million, was declared and distributed by the Company to the shareholders during the nine months ended 31 December 2015.

On 11 November 2015, the Board resolved to declare the payment of a special dividend of HK1.5 cents per share, amounting to HK\$6 million, for the six months ended 30 September 2015.

The Board does not recommend the payment of an interim dividend for the nine month ended 31 December 2015.

6. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

Three months ended 31 December		Nine months ended 31 December	
2015	2014	2015	2014
HK\$'000	HK\$'000	HK\$'000	HK\$'000
(unaudited)	(unaudited)	(unaudited)	(unaudited)

Earnings:

Earnings for the purpose of

calculating basic and diluted/basic

earnings per share (profit for

the period attributable to

owners of the Company)

540	27	1,605	1,299
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'000	'000	'000	'000
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Number of shares:

Weighted average number of ordinary

shares for the purpose of calculating

basic and diluted/basic earnings

per share

400,000	344,322	400,000	336,981
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The number of ordinary shares for the purpose of calculating basic earnings per share for the prior period has been determined on the assumption that the Reorganisation and the Capitalisation Issue had been effective on 1 April 2014.

In current period, the computation of earnings per share does not consider the effect of the Company's outstanding share options as the adjusted exercise price of those options were higher than the average market price of shares.

No diluted earnings per share for prior period were presented as there were no potential ordinary shares in issue for prior period.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a medical skin care group operating medical skin care centres (“**Medicskin Centres**”) in Hong Kong that primarily focus on the treatment of skin diseases and problems and/or the improvement of appearance of clients. The Group provides services to its clients through the treatment of, inter alia, skin diseases and problems such as acne, pigmentation, rosacea, dermatitis, eczema and warts; as well as for the improvement of appearance through, inter alia, skin rejuvenation, facial sculpturing and body contouring treatments, treatments of acne scars and enlarged pores, removal of undesirable naevi, and hair removal.

During the nine months ended 31 December 2015, the revenue derived from the Consultation Service, Prescription and Dispensing Service and Treatment Service accounted for approximately 5.7%, 45.5%, and 48.8% of the total revenue of the Group respectively. For the nine months ended 31 December 2015, the revenue of the Group decreased by approximately HK\$4.2 million, or 8.3%, when compared to the nine months ended 31 December 2014, to approximately HK\$46.1 million. The decrease in revenue was primarily attributable to the decrease in general consumer sentiment due to the slowdown of economic growth in Hong Kong and the People’s Republic of China (the “**PRC**”) and the increasingly intensified competition in the industry.

The Group is devoted to continuously enhancing the quality and variety of its services. During the period under review, the Group acquired an additional medical device deploying intense focused ultrasound technology targeting skin laxity problems; and a new medical device deploying dual wave length and dual pulse laser featuring picosecond technology targeting benign pigmented lesion. We believe that the introduction of new medical devices is one of the main driving forces for the growth of the Group’s business and is a significant way to maintain the Group’s competitiveness and its forefront position in the industry. Moreover, the Group is preparing to relocate its Medicskin Centre within the Central district and planning to set up a new medical skin care centre at another prime location in Hong Kong to provide diversified, convenient and easily accessible medical skin care services to its clients, and we believe this in turn will expand the Company’s market share.

We believe that it would be in the Group's interest to go with the global trend of online shopping for bringing new revenue streams to the business. In September 2015, we launched a retail website offering skincare products for sale online. This website is managed by Beauty Choice Investment Limited, a wholly owned subsidiary of the Company.

OUTLOOK

Although the Group is facing challenges such as potential fluctuations in the global, Hong Kong and the PRC economies, slowdown in economic growth in the near future and increasingly fierce competition in the medical skin care industry, the Group remains confident about the future of the medical skin care industry in the region. With the higher growth rate of female population and continuous aging trend in the population of Hong Kong and growing emphasis on a person's physical appearance in society, medical skin care services is becoming more commonplace and it is expected that more people will seek skin care services for improvement of their appearance in the pursuit of beauty and to improve their self-esteem, thereby supporting growth of the medical skin care industry in Hong Kong. Continuing technological innovation and improvement of treatment equipment by manufacturers also offer growth opportunities within the industry for all players.

The Group will continue using its best endeavors to provide the highest quality medical skin care services and products to the clients and strengthening its market position so as to grow its brand and business.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$4.2 million, or 8.3%, from approximately HK\$50.3 million for the nine months ended 31 December 2014 to approximately HK\$46.1 million for the nine months ended 31 December 2015. The decrease was primarily attributable to the decrease in general consumer sentiment due to the slowdown of economic growth in Hong Kong and the PRC and increasingly intensified competition in the industry which in turn decreased the client flow as well as the frequency of client visits.

Inventories used

The Group's cost of inventories used remained stable at approximately HK\$6.2 million and HK\$6.0 million for the nine months ended 31 December 2014 and 2015 respectively, representing 12.3% and 13.0% of the revenue for the respective periods.

Staff costs

Staff costs increased by approximately HK\$2.2 million, or 9.6%, from approximately HK\$23.0 million for the nine months ended 31 December 2014 to approximately HK\$25.2 million for the nine months ended 31 December 2015. The increase was primarily attributable to the new hiring and the annual revision of remuneration to the staff and doctors during the period.

Depreciation of property, plant and equipment

Depreciation expenses remained relatively stable at approximately HK\$1.8 million for the nine months ended 31 December 2014 and 31 December 2015.

Other expenses

Other expenses increased by approximately HK\$3.3 million, or 49.3%, from approximately HK\$6.7 million for the nine months ended 31 December 2014 to approximately HK\$10.0 million for the nine months ended 31 December 2015. The increase was primarily attributable to the increase in recurring professional fees of approximately HK\$1.5 million since the Listing; increase in marketing expenses and operating costs by approximately HK\$1.2 million in relation to sale of skincare products; and increase in rental expenses, building management fee and air conditioning charges by approximately HK\$0.4 million.

Listing expenses

During the nine months ended 31 December 2015, no non-recurring listing fees was recognised as expenses in connection with the Listing (for nine months ended 31 December 2014: approximately HK\$8.7 million).

Income tax expense

Income tax expense decreased by approximately HK\$1.0 million, or 47.6%, from approximately HK\$2.1 million for the nine months ended 31 December 2014 to approximately HK\$1.1 million for the nine months ended 31 December 2015. The decrease was primarily attributable to the decrease in profit before tax, taking into account the effect of non-deductible expenses such as share-based payments and listing expenses.

Profit for the period

As a result of the foregoing, the profit for the period increased by approximately HK\$0.3 million, or 23.1%, from approximately HK\$1.3 million for the nine months ended 31 December 2014 to approximately HK\$1.6 million for the nine months ended 31 December 2015.

DISCLOSURE OF INTERESTS

(A) DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the interests and short positions of the Directors and chief executive of the Company 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")), as recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Long position

(a) Ordinary shares of the Company

Name of Director	Capacity/ Nature of interest	Number of shares	Percentage of issued share capital
Dr. Kong ^(note)	Interest in a controlled corporation	290,000,040	72.50%

Note: The 290,000,040 shares are registered in the name of Topline Worldwide Limited ("Topline"), which is wholly owned by Dr. Kong. Under the SFO, Dr. Kong is deemed to be interested in all the shares of the Company registered in the name of Topline.

(b) Options to subscribe for ordinary shares of the Company

Particulars of the Directors' interests in Share Option Scheme were as follows:

Name of Director	Grant date	Exercise		Exercise period	As at 1.4.2015	Number of share options				As at 31.12.2015
		price per share	Vesting period			Granted	Exercise	Cancelled	Lapsed	
Chan Cheong Tat	17.08.2015	0.67	17.08.2015-16.08.2016	17.08.2016-16.08.2017	-	400,000	-	-	-	400,000
Lee Ka Lun	17.08.2015	0.67	17.08.2015-16.08.2016	17.08.2016-16.08.2017	-	400,000	-	-	-	400,000
Leung Siu Cheung	17.08.2015	0.67	17.08.2015-16.08.2016	17.08.2016-16.08.2017	-	400,000	-	-	-	400,000
					-	1,200,000	-	-	-	1,200,000

Save as disclosed above, as at 31 December 2015, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

(B) SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long position in the ordinary shares of the Company

Name	Capacity/ Nature of interest	Number of shares	Percentage of issued share capital
Topline ^(note)	Beneficial owner	290,000,040	72.50%

Note: The entire issued share capital of Topline is beneficially owned by Dr. Kong. Therefore Dr. Kong is deemed to be interested in all the shares of the Company held by Topline.

Save as disclosed above, as at 31 December 2015, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined under the GEM Listing Rules) that competes or may compete, either directly or indirectly, with the business of the Group, or of any other conflicts of interest which any such person has or may have with the Group during the nine months ended 31 December 2015.

CORPORATE GOVERNANCE CODE

The Company adopted the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance and the Board is satisfied that the Company had complied with the CG Code during the nine months ended 31 December 2015.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors, its employees, and the directors and employees of its subsidiaries and holding companies, who may likely possess inside information on the Company or its securities, on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the nine months ended 31 December 2015.

INTERESTS OF COMPLIANCE ADVISER

As at 31 December 2015, as notified by the Company’s compliance adviser, Shenwan Hongyuan Capital (H.K.) Limited (formerly known as “Shenyin Wanguo Capital (H.K.) Limited”) (the “**Compliance Adviser**”), neither the Compliance Adviser nor its directors, employees or its close associates (as defined under the GEM Listing Rules) had any interests in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the nine months ended 31 December 2015, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

SHARE OPTION SCHEME

The company adopted a share option scheme (the “**Share Option Scheme**”) on 3 December 2014 to provide incentive and/or to reward eligible persons for their contribution to, and continuing efforts to promote the interest of, the Group. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

As at 31 December 2015, there was an aggregate of 2,000,000 outstanding options to subscribe for 2,000,000 shares of the Company pursuant to the Share Option Scheme. Details of such outstanding options are the same as disclosed in the interim report of the Company dated 11 November 2015.

AUDIT COMMITTEE

The Company had established the Audit Committee on 3 December 2014 with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee currently consists of three independent non-executive Directors, namely, Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung. Mr. Chan Cheong Tat is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the nine months ended 31 December 2015 and this report and is of the view that such results complied with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosure had been made.

By order of the Board
Medicskin Holdings Limited
Dr. Kong Kwok Leung
Chairman and Executive Director

Hong Kong, 13 February 2016

As at the date of this report, the executive Directors of the Company are Dr. Kong Kwok Leung, Mr. Lo Kwok Bun and Ms. Kong Chung Wai; and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung.