

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20140711-F08200-0002

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Company name: Sau San Tong Holdings Limited
修身堂控股有限公司*

Stock code (ordinary shares): 8200

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 26 September 2014.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 19 November 2003

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the
directors - Executive, Non-Executive or
Independent Non-Executive)

Executive Directors:

Dr. Cheung Yuk Shan, Shirley (張玉珊博士)

Mr. Cheung Ka Heng, Frankie (張嘉恆先生)

Independent Non-Executive Directors:

Mr. Hong Po Kui, Martin (康寶駒先生)

Mr. Li Kuo Hsing (李國興先生)

Ms. Hui Yat Lam (許一嵐小姐)

Ms. Chiu Kam Hing, Kathy (趙金卿小姐)

* For identification purpose only

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<i>Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")</i>	<i>Approximate percentage of issued shares</i>
<u>Name</u>		

Biochem Investments Limited (<i>Note 1</i>)	125,328,000	10.52%
Dr. Cheung Yuk Shan, Shirley (<i>Note 2</i>)	286,618,800	24.05%

Note 1: These Shares are beneficially owned by and registered in the name of Biochem Investments Limited. The entire issued share capital of Biochem Investments Limited is directly owned by Dr. Cheung Yuk Shan, Shirley.

Note 2: Dr. Cheung Yuk Shan, Shirley is also interested in a two per cent. convertible note issued by the Company on 20 December 2013 for the principal amount of HK\$20,000,000, which is convertible into 141,843,971 Shares at the adjusted conversion price of HK\$0.141 per Share.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business: 4th Floor
Sands Building
17 Hankow Road
Tsim Sha Tsui
Kowloon
Hong Kong

Web-site address (if applicable): www.sausantong.com

Share registrar: Principal registrar and transfer office:

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Branch share registrar and transfer office:

Tricor Standard Limited
Level 22, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

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Auditors: Baker Tilly Hong Kong Limited
 2nd Floor
 625 King's Road
 North Point
 Hong Kong

B. Business activities

The Group is principally engaged in the (i) provision of beauty and slimming services from slimming centres; (ii) distribution sales of cosmetic and skin care products; and (iii) sales of other health and beauty products.

C. Ordinary shares

Number of ordinary shares in issue: 1,191,810,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

- (i) The Company has adopted a share option scheme on 4 November 2003. As at the date of this form, there were outstanding options entitling the holders thereof to subscribe for an aggregate of 36,983,333 Shares.
- (ii) The Company has on 20 December 2013 issued four per cent. placing convertible notes of principal amount in aggregate of HK\$30,000,000 and a two per cent. subscription convertible note of principal amount of HK\$20,000,000, which are convertible into 212,765,957 and 141,843,971 Shares respectively at the adjusted conversion price of HK\$0.141 per Share.
- (iii) The Company has on 26 September 2014 issued 893,857,500 fully-paid rights shares in accordance with the terms of the rights issue announced by the Company on 10 July 2014.
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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Dr. Cheung Yuk Shan, Shirley

Director

Mr. Cheung Ka Heng, Frankie

Director

Mr. Hong Po Kui, Martin

(By his lawful attorney Ms. Hui Yat Lam)

Director

Mr. Li Kuo Hsing

(By his lawful attorney Ms. Hui Yat Lam)

Director

Ms. Hui Yat Lam

Director

Ms. Chiu Kam Hing, Kathy

Director

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*