

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.



SAU SAN TONG HOLDINGS LIMITED

修身堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8200)

**PLACING OF NEW SHARES UNDER GENERAL MANDATE
AND
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

Placing Agent



軟庫中華金融服務有限公司

SBI China Capital Financial Services Limited

THE GM PLACING

After trading hours on 17 December 2014, the Company and the Placing Agent entered into the GM Placing Agreement pursuant to which the Company has conditionally appointed the Placing Agent to procure, on a best effort basis, as placing agent of the Company, not less than six Placees to subscribe for a maximum of 59,560,000 GM Placing Shares at a price of HK\$0.143 per GM Placing Share. The Placees and (where appropriate) their respective ultimate beneficial owner(s) shall be Independent Third Parties. The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 24 September 2014.

The maximum number of 59,560,000 GM Placing Shares represent (i) approximately 4.24% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 4.07% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 3.27% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming the maximum number of the GM Placing Shares and the maximum number of the SM Placing Shares are placed). The aggregate nominal value of the maximum number of the GM Placing Shares under the GM Placing will be HK\$595,600.00.

* For identification purpose only

Assuming the maximum number of the GM Placing Shares has been placed, the gross proceeds from the GM Placing will be approximately HK\$8.52 million and the net proceeds will be approximately HK\$8.24 million (after deduction of commission and other expenses of the GM Placing). It is expected that the entire net proceeds from the GM Placing will be utilised for funding the potential acquisition(s) to be identified by the Company.

THE SM PLACING

After trading hours on 17 December 2014, the Company and the Placing Agent also entered into the SM Placing Agreement pursuant to which the Company has conditionally appointed the Placing Agent to procure, on a best effort basis, as placing agent of the Company, not less than six Placees to subscribe for a maximum of 357,000,000 SM Placing Shares at a price of HK\$0.143 per SM Placing Share. The Placees and (where appropriate) their respective ultimate beneficial owner(s) shall be Independent Third Parties. The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate be obtained at the EGM.

The maximum number of 357,000,000 SM Placing Shares represent (i) approximately 25.42% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 20.27% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 19.60% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming the maximum number of the GM Placing Shares and the maximum number of the SM Placing Shares are placed). The aggregate nominal value of the maximum number of the SM Placing Shares under the SM Placing will be HK\$3,570,000.00.

Assuming the maximum number of the SM Placing Shares has been placed, the gross proceeds from the SM Placing will be approximately HK\$51.05 million and the net proceeds will be approximately HK\$50.05 million (after deduction of commission and other expenses of the SM Placing). It is expected that the entire net proceeds from the SM Placing will be utilised for funding the potential acquisition(s) to be identified by the Company.

GENERAL

The aggregate maximum number of 416,560,000 Placing Shares to be placed under the GM Placing and the SM Placing represent (i) approximately 29.66% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 22.87% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming the maximum number of the GM Placing Shares and the maximum number of the SM Placing Shares are placed).

The Placing Price of HK\$0.143 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 11.73% to the closing price of HK\$0.162 per Share as quoted on the Stock Exchange on the date of the Placing Agreements; and (ii) a discount of approximately 14.88% to the average closing price of approximately HK\$0.168 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreements.

Since completion of each of the GM Placing and the SM Placing is subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, each of the GM Placing and the SM Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

The GM Placing and the SM Placing are not inter-conditional.

No additional Shareholders' approval is necessary for the GM Placing while the SM Placing is subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares proposed to be placed pursuant to the SM Placing Agreement. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

THE PLACING AGREEMENTS

(A) GM PLACING AGREEMENT

Date:

17 December 2014 (after trading hours)

Issuer:

The Company

Placing Agent:

SBI China Capital Financial Services Limited

The Placing Agent has conditionally agreed to procure, on a best effort basis, as placing agent of the Company, the Placees to subscribe for a maximum of 59,560,000 GM Placing Shares. The Placing Agent will receive a placing commission of 1.5% of the aggregate Placing Price for the GM Placing Shares successfully placed by the Placing Agent. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees:

The GM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners (where appropriate), shall be Independent Third Parties. The Placing Agent has undertaken that none of the Placees would, immediately upon completion of the GM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company.

Placing Price:

The Placing Price of HK\$0.143 per GM Placing Share represents:

- (i) a discount of approximately 11.73% to the closing price of HK\$0.162 per Share as quoted on the Stock Exchange on 17 December 2014, being the date of the GM Placing Agreement; and
- (ii) a discount of approximately 14.88% to the average closing price of approximately HK\$0.168 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the GM Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares and the capital requirement for the future development of the Group.

The Directors consider that the terms of the GM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the GM Placing Shares has been placed, the gross proceeds from the GM Placing will be approximately HK\$8.52 million and the net proceeds will be approximately HK\$8.24 million (after deduction of commission and other expenses of the GM Placing). On such basis, the net issue price will be approximately HK\$0.138 per GM Placing Share.

GM Placing Shares:

The maximum number of 59,560,000 GM Placing Shares represent (i) approximately 4.24% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 4.07% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 3.27% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming the maximum number of the GM Placing Shares and the maximum number of the SM Placing Shares are placed). The aggregate nominal value of the maximum number of the GM Placing Shares under the GM Placing will be HK\$595,600.00.

Ranking of the GM Placing Shares:

The GM Placing Shares will rank, upon issue, *pari passu* in all respects with the Shares in issue as at the date of allotment and issue of the GM Placing Shares.

Condition of the GM Placing:

Completion of the GM Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, all of the GM Placing Shares on or before 7 January 2015 (“**GM Long Stop Date**”).

If the above condition is not satisfied on or before the GM Long Stop Date, the obligations of the Placing Agent and of the Company under the GM Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the GM Placing Agreement (save in respect of any antecedent breach of any obligation thereunder).

Completion:

Completion of the GM Placing shall take place within five Business Days after the fulfilment of the above condition or on such other date as the Company and the Placing Agent may agree in writing.

Mandate to allot and issue the GM Placing Shares:

The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 24 September 2014. Under the General Mandate, the Company is authorised to issue up to 59,590,500 Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the GM Placing Agreement.

The allotment and issue of the GM Placing Shares is not subject to any additional Shareholders' approval.

Force majeure:

The Placing Agent reserves its right to terminate the GM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the GM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the GM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the GM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the GM Placing or makes it inadvisable or inexpedient for the GM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the interim results of the Company for the six months ended 30 September 2014 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing.

To the best knowledge of the Directors, the Directors are not aware of the occurrence of any of such events as at the date of this announcement.

(B) SM PLACING AGREEMENT**Date:**

17 December 2014 (after trading hours)

Issuer:

The Company

Placing Agent:

SBI China Capital Financial Services Limited

The Placing Agent has conditionally agreed to place up to 357,000,000 SM Placing Shares, on a best effort basis, to the Placees. The Placing Agent will receive a placing commission of 1.5% of the aggregate Placing Price for the SM Placing Shares successfully placed by the Placing Agent. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees:

The SM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners (where appropriate), shall be Independent Third Parties. The Placing Agent has undertaken that none of the Placees would, immediately upon completion of the SM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company.

Placing Price:

The Placing Price per SM Placing Share is the same as the Placing Price per GM Placing Share. Please refer to the paragraph headed "(A) GM Placing Agreement – Placing Price" above for an analysis of the Placing Price.

The Directors consider that the terms of the SM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the SM Placing Shares have been placed, the gross proceeds from the SM Placing will be approximately HK\$51.05 million and the net proceeds will be approximately HK\$50.05 million (after deduction of commission and other expenses of the SM Placing). On such basis, the net issue price will be approximately HK\$0.140 per SM Placing Share.

SM Placing Shares:

The maximum number of 357,000,000 SM Placing Shares represent (i) approximately 25.42% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 20.27% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 19.60% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming the maximum number of the GM Placing Shares and the maximum number of the SM Placing Shares are placed). The aggregate nominal value of the maximum number of the SM Placing Shares under the SM Placing will be HK\$3,570,000.00.

Ranking of the SM Placing Shares:

The SM Placing Shares will rank, upon issue, *pari passu* in all respects with the Shares in issue as at the date of allotment and issue of the SM Placing Shares.

Conditions of the SM Placing:

Completion of the SM Placing is conditional upon:

- (i) the Stock Exchange granting the listing of, and permission to deal in, all of the SM Placing Shares; and
- (ii) the Specific Mandate being obtained at the EGM.

Each of the Company and the Placing Agent shall use their respective best efforts to procure the satisfaction of the above conditions prior to 4:00 p.m. on the day falling 30 days after the date of the EGM (“**SM Long Stop Date**”). If the above conditions are not satisfied by the SM Long Stop Date, all obligations of the Placing Agent and of the Company under the SM Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the SM Placing Agreement (save in respect of any antecedent breach of any obligation thereunder).

Completion:

Completion of the SM Placing shall take place within five Business Days after the fulfillment of all the above conditions or on such other date as the Company and the Placing Agent may agree in writing.

Mandate to issue the SM Placing Shares:

The SM Placing Shares proposed to be issued under the SM Placing Agreement will be issued pursuant to the Specific Mandate to be obtained at the EGM.

Force majeure:

The Placing Agent reserves its right to terminate the SM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the SM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing; or

- (2) there is any breach of the warranties, representations and undertakings given by the Company in the SM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the SM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the SM Placing or makes it inadvisable or inexpedient for the SM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the interim results of the Company for the six months ended 30 September 2014 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing.

To the best knowledge of the Directors, the Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Since completion of each the GM Placing and the SM Placing is subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, the GM Placing and/or the SM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

REASONS FOR THE GM PLACING AND THE SM PLACING AND USE OF PROCEEDS

The Group is principally engaged in the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products and sales of other health and beauty products.

The Directors are of the view that the GM Placing and the SM Placing can strengthen the financial position of the Group for it to meet any future development and acquisition opportunities. The GM Placing and the SM Placing also represent good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that each of the GM Placing and the SM Placing is in the interest of the Company and the Shareholders as a whole.

As disclosed above, the maximum net proceeds from the GM Placing are estimated to be approximately HK\$8.24 million and the maximum net proceeds from the SM Placing are estimated to be approximately HK\$50.05 million. It is expected that the entire net proceeds from the GM Placing and the SM Placing will be utilised for funding the potential acquisition(s) to be identified by the Company.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The following table summarises the fund raising activities undertaken by the Company in the 12 months immediately preceding the date of this announcement:

Date of announcement	Fund raising activity	Net proceeds (approximately)	Intended use of proceeds	Actual use of Proceeds
10 July 2014 and 25 September 2014	Rights issue on the basis of three rights shares for every one share held on the record date	HK\$84.39 million	(i) as to approximately HK\$50.0 million for the general working capital of the Group; (ii) as to approximately HK\$3.00 million for the development of e-commerce; and (iii) as to approximately HK\$15.00 million for the marketing and promotion of the Group; and (iv) as to approximately HK\$16.39 million is for the opportunistic investment by the Group in other businesses	Approximately HK\$22.91 million has been utilised for general working capital of the Group and the remaining balance of approximately 61.48 million has not yet been utilised and remains in the bank for the intended uses.
14 March 2014	Placing of shares and subscription of new shares under general mandate granted to the Directors at the annual general meeting of the Company held on 23 September 2013	HK\$21.80 million	For general working capital for the Group	Fully utilised as intended
7 November 2013 and 20 December 2013	Placing of convertible notes in an aggregate principal amount of HK\$30,000,000	HK\$29.00 million	For the expansion of the Group's beauty, slimming and spa business in the PRC and product distribution business and as general working capital	Fully utilised as intended

Note: On 20 December 2013, completion of the subscription of the convertible note in an aggregate principal amount of HK\$20,000,000 (pursuant to a subscription agreement dated 7 November 2013 entered into between Dr. Cheung Yuk Shan, Shirley (“**Dr. Cheung**”) and the Company, details of which are disclosed in the announcements of the Company dated 7 November 2013 and 20 December 2013) took place. The issue of such convertible note was to set off the debt in the same amount owed by the Company to Dr. Cheung.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company

- (i) upon completion of the GM Placing (assuming all the GM Placing Shares are placed and there is no other change in the shareholding structure of the Company before the issue of the GM Placing Shares under the GM Placing);
- (ii) upon completion of the SM Placing (assuming all the SM Placing Shares are placed and there is no other change in the shareholding structure of the Company before the issue of the SM Placing Shares under the SM Placing); and
- (iii) upon completion of the GM Placing and the SM Placing (assuming all the Placing Shares are placed and there is no other change in the shareholding structure of the Company before the issue of the Placing Shares under both the GM Placing and the SM Placing)

are set out as below:

Shareholders	As at the date of		(i) Upon completion of		(ii) Upon completion of		(iii) Upon completion of	
	this announcement (Note 1)		the GM Placing		the SM Placing		the GM Placing and	
	Number of	Approximate	Number of	Approximate	Number of	Approximate	Number of	Approximate
	Shares	%	Shares	%	Shares	%	Shares	%
Dr. Cheung Yuk Shan, Shirley (Note 2)	161,290,800	11.48	161,290,800	11.02	161,290,800	9.16	161,290,800	8.86
Biochem Investments Limited (Note 2)	125,328,000	8.92	125,328,000	8.56	125,328,000	7.11	125,328,000	6.88
Mr. Cheung Ka Heng, Frankie (Note 3)	2,800,000	0.20	2,800,000	0.19	2,800,000	0.16	2,800,000	0.15
Placees of GM Placing	—	—	59,560,000	4.07	—	—	59,560,000	3.27
Placees of SM Placing	—	—	—	—	357,000,000	20.27	357,000,000	19.60
Other public Shareholders	1,115,157,154	79.40	1,115,157,154	76.16	1,115,157,154	63.30	1,115,157,154	61.24
Total	1,404,575,954	100.00	1,464,135,954	100.00	1,761,575,954	100.00	1,821,135,954	100.00

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Dr. Cheung is the chairman of the Board and an executive Director. Biochem Investments Limited is a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Dr. Cheung.
- (3) Mr. Cheung Ka Heng, Frankie is an executive Director and also the elder brother of Dr. Cheung.

GENERAL

The GM Placing and the SM Placing are not inter-conditional.

The GM Placing Shares will be issued under the General Mandate and therefore the GM Placing will not be subject to any additional Shareholders' approval.

The SM Placing Shares will be issued under the Specific Mandate to be obtained from the Shareholders and therefore the SM Placing will be subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares proposed to be placed under the SM Placing. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

Applications will be made to the Stock Exchange for the listing of, and permission to deal in, the GM Placing Shares and the SM Placing Shares respectively.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

- | | |
|---------------------|--|
| “acting in concert” | has the meaning ascribed to it in the Code on Takeovers and Mergers of Hong Kong |
| “AGM” | the annual general meeting of the Company held on 24 September 2014 at which, among other things, the General Mandate was granted to the Directors |

“associates”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Sau San Tong Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, the SM Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market the Stock Exchange
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or deal with additional Shares
“GM Placing”	the offer by way of private placing of the GM Placing Shares by or on behalf of the Placing Agent, on a best effort basis, for subscription by the Placees on the terms and subject to the conditions set out in the GM Placing Agreement
“GM Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 17 December 2014 in relation to the GM Placing under the General Mandate
“GM Placing Shares”	59,560,000 new Shares to be placed pursuant to the GM Placing Agreement and each a “GM Placing Share”

“Group”	the Company and its subsidiaries
“HK\$”	the Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and not connected nor acting in concert with any of the connected persons of the Company or their respective associates
“Placee(s)”	any individuals, corporate, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the GM Placing or (as the case may be) the SM Placing
“Placing Agent”	SBI China Capital Financial Services Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities), type 4 regulated activity (advising on securities) and type 9 (asset management) under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreements”	collectively, the GM Placing Agreement and SM Placing Agreement
“Placing Price”	HK\$0.143 per Placing Share
“Placing Shares”	collectively, the GM Placing Shares and the SM Placing Shares and each a “Placing Share”
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SM Placing”	the proposed offer by way of private placing of the SM Placing Shares by or on behalf of the Placing Agent, on a best effort basis, for subscription by the Placees on the terms and subject to the conditions set out in the SM Placing Agreement
“SM Placing Agreement”	the proposed conditional placing agreement entered into between the Company and the Placing Agent dated 17 December 2014 in relation to the SM Placing under the Specific Mandate
“SM Placing Shares”	a maximum of 357,000,000 new Shares proposed to be placed pursuant to the SM Placing Agreement and each a “SM Placing Share”

“Specific Mandate”	the special mandate to be granted by the Shareholders to the Board at the EGM for the allotment and issue of up to a maximum number of 357,000,000 SM Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

On behalf of the Board
Sau San Tong Holdings Limited
Cheung Yuk Shan, Shirley
Chairman

Hong Kong, 17 December 2014

As at the date of this announcement, the Board comprises executive Directors namely Dr. Cheung Yuk Shan, Shirley (Chairman), Mr. Cheung Ka Heng, Frankie and Mr. Mui Wai Sum; independent non-executive Directors namely Mr. Hong Po Kui, Martin, Mr. Li Kuo Hsing, Ms. Hui Yat Lam and Ms. Chiu Kam Hing, Kathy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.sausantong.com.