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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



軟庫中華金融服務有限公司

SBI China Capital Financial Services Limited

The Board is pleased to announce that the condition set out in the GM Placing Agreement was fulfilled on 30 December 2014 and completion of the GM Placing took place on 7 January 2015 in accordance with the terms of the GM Placing Agreement.

An aggregate of 59,560,000 GM Placing Shares, representing approximately 4.07% of the issued share capital of the Company as at the date of this announcement immediately after completion of the GM Placing, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners (where appropriate) are Independent Third Parties. The net proceeds from the GM Placing are approximately HK\$8.24 million.

Reference is made to the announcement of Sau San Tong Holdings Limited (“**Company**”) dated 17 December 2014 (“**Announcement**”) in relation to, among other matters, the GM Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Board is pleased to announce that the condition set out in the GM Placing Agreement was fulfilled on 30 December 2014 and completion of the GM Placing took place on 7 January 2015 in accordance with the terms of the GM Placing Agreement. An aggregate of 59,560,000 GM Placing Shares, representing approximately 4.07% of the issued share capital of the Company as at the date of this announcement immediately after completion of the GM Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.143 per GM Placing Share.

* *For identification purpose only*

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder (within the meaning of the GEM Listing Rules) upon completion of the GM Placing.

The net proceeds from the GM Placing are approximately HK\$8.24 million, which will be utilised for funding the potential acquisition(s) to be identified by the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below set out the changes to the shareholding structure of the Company as a result of the completion of the GM Placing:

Shareholders	Immediately before completion of the GM Placing		Immediately after completion of the GM Placing	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Dr. Cheung Yuk Shan, Shirley (<i>Note 1</i>)	161,290,800	11.48	161,290,800	11.02
Biochem Investments Limited (<i>Note 1</i>)	125,328,000	8.92	125,328,000	8.56
Mr. Cheung Ka Heng, Frankie (<i>Note 2</i>)	2,800,000	0.20	2,800,000	0.19
Placees of GM Placing	—	—	59,560,000	4.07
Other public Shareholders	<u>1,115,157,154</u>	<u>79.40</u>	<u>1,115,157,154</u>	<u>76.16</u>
	<u>1,404,575,954</u>	<u>100.00</u>	<u>1,464,135,954</u>	<u>100.00</u>

Notes:

1. 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.
2. Mr. Cheung Ka Heng, Frankie is an executive Director and also the elder brother of Dr. Cheung.

3. Completion of the SM Placing has not yet taken place and remains subject to conditions precedent set out in the Announcement.

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

Hong Kong, 7 January 2015

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.