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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 SPECIFIC 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 all of the conditions set out in the SM Placing Agreement were fulfilled on 2 March 2015 and completion of the SM Placing took place on 12 March 2015.

An aggregate of 357,000,000 SM Placing Shares, representing approximately 19.60% of the issued share capital of the Company as at the date of this announcement immediately after completion of the SM 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 SM Placing are approximately HK\$50.05 million.

Reference is made to the circular of Sau San Tong Holdings Limited (“**Company**”) dated 31 January 2015 (“**Circular**”) in relation to, among other matters, the SM Placing under the Specific Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The Board is pleased to announce that all of the conditions set out in the SM Placing Agreement were fulfilled on 2 March 2015 and completion of the SM Placing took place on 12 March 2015. An aggregate of 357,000,000 SM Placing Shares, representing approximately 19.60% of the issued share capital of the Company as at the date of this announcement immediately after completion of the SM Placing, have been successfully placed to not less than six Placees at the SM Placing Price of HK\$0.143 per SM 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 SM Placing.

The net proceeds from the SM Placing are approximately HK\$50.05 million, which will be utilised for funding the Proposed Transaction and/or other potential acquisition(s) to be identified by the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

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

Shareholders	Immediately before completion of the SM Placing		Immediately after completion of the SM 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	11.02	161,290,800	8.86
Biochem Investments Limited (<i>Note 1</i>)	125,328,000	8.56	125,328,000	6.88
Mr. Cheung Ka Heng, Frankie (<i>Note 2</i>)	2,800,000	0.19	2,800,000	0.15
Placees of the SM Placing	—	—	357,000,000	19.60
Other public Shareholders	1,174,717,154	80.23	1,174,717,154	64.50
	1,464,135,954	100.00	1,821,135,954	100.00

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. 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.

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

Hong Kong, 12 March 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.