

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes 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.*



**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)**

## **VOLUNTARY ANNOUNCEMENT - ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF, AND THE SHAREHOLDER'S LOAN TO, iPRO**

This is a voluntary announcement made by Sau San Tong Holdings Limited (“**Company**”), together with its subsidiaries, the “**Group**”). Reference is made to the announcement of the Company dated 22 January 2015 in relation to the entering into of a memorandum of understanding by the Company for a possible acquisition.

### **THE SPA**

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that after trading hours on 12 June 2015, Creative Time Investments Limited (“**Purchaser**”) (a wholly-owned subsidiary of the Company), as purchaser, entered into a sale and purchase agreement (“**SPA**”) with an individual independent third party (“**Vendor**”), as vendor, for the acquisition of the entire issued share capital of I Pro Medical Skin Care Centre Limited (“**iPRO**”) and all debts owed by iPRO to the Vendor for a total consideration of HK\$18,000,000 (“**Acquisition**”).

The Consideration has been fully funded by the net proceeds of a placing of shares of the Company under a specific mandate as intended (details of the placing are disclosed in the announcements of the Company dated 17 December 2014, 12 March 2015 and the circular of the Company dated 31 January 2015).

The Acquisition is unconditional and the completion of the Acquisition (“**Completion**”) took place on 12 June 2015 immediately after signing of the SPA.

### **INFORMATION OF iPRO**

iPRO is a company incorporated in Hong Kong with limited liability. As represented by the Vendor, iPRO is principally engaged in the operation of a beauty center in Tsim Sha Tsui for the provision of, *inter alia*, facial and body treatment and medical beauty services in Hong Kong. It has an operating history of approximately three years.

\* For identification purpose only

## REASONS FOR, AND BENEFITS OF, THE ACQUISITION

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

The Group is constantly exploring opportunities in the beauty and slimming industry with a view to maximising returns to the Group and the shareholders of the Company in the long run. The Acquisition is part of the continuing strategy of the Group to strengthen its market leading position in the beauty and slimming industry in Hong Kong. The Vendor, being the sole director of iPRO immediately before Completion, has more than 10 years of experience in the beauty industry. The Vendor remains as one of the directors of iPRO immediately after Completion and is expected to bring new momentum and synergy effect for the growth of the Group. In addition, as the Group and iPRO focus on different customer segments, it is expected that the Acquisition would enable the Group to expand its customers' base, to diversify its business portfolio as well as to enhance its operating efficiency.

The Directors (including the independent non-executive Director) consider that the terms of the SPA are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Acquisition does not constitute a notifiable transaction for the Company under Chapter 19 of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited, nor a connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

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

Hong Kong, 12 June 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](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company's website at [www.sausantong.com](http://www.sausantong.com).*