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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sau San Tong Holdings Limited (the “**Company**”) will be held at 4th Floor, Sands Building, 17 Hankow Road, Tsim Sha Tsui, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 18 August 2015 for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (i) the authorised share capital of the Company be increased from HK\$20,000,000 (divided into 2,000,000,000 ordinary shares of nominal value of HK\$0.01 each (“**Shares**”)) to HK\$100,000,000 (divided into 10,000,000,000 Shares) by the creation of 8,000,000,000 additional Shares, and that each such new Share, upon issue, shall rank *pari passu* in all respects with the existing issued Shares and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company (“**Increase in the Authorised Share Capital**”); and
- (ii) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Increase in the Authorised Share Capital.”

* *for identification purpose only*

2. “**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, all the Offer Shares (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 31 July 2015 (“**Circular**”)); (ii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date (as defined in the Circular); and (iii) the Underwriting Agreement (as defined below) not being terminated by the Underwriter (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time for Termination (as defined in the Circular):
- (a) the allotment and issue of not less than 1,821,135,954 Shares and not more than 1,850,955,954 Shares (“**Offer Shares**”) by way of open offer (“**Open Offer**”) at a subscription price of HK\$0.10 per Offer Share on the basis of one (1) Offer Share for every one (1) Share to the holders of the Shares (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on Friday, 28 August 2015 (or such other date as the Underwriter (as defined below) may agree with the Company) (“**Record Date**”) other than those shareholders of the Company whose names appear on the register of members of the Company at the close of business on the Record Date and whose addresses as shown on such register are outside Hong Kong whom the directors of the Company, based on legal advice provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Offer Shares to such shareholders on account either of legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places (“**Excluded Shareholders**”) as described in further detail in the Circular and on and subject to such terms and conditions as may be determined by the directors of the Company and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement (“**Underwriting Agreement**” including all supplemental agreement(s) relating thereto) (a copy of which has been produced to this meeting marked “**A**” and signed by the chairman of this meeting for the purpose of identification) dated 7 July 2015 (as supplemented on 23 July 2015) and made between the Company and CNI Securities Group Limited as underwriter (“**Underwriter**”), and the transactions contemplated thereunder, be and are hereby approved;
- (b) the board of directors of the Company (“**Board**”) or a committee thereof be and is/are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangement in relation to the Excluded Shareholders as it may deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirement of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;

- (c) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and
- (d) any one or more of the directors of the Company be and is/are hereby authorised to sign and execute and deliver any such documents and do all such acts and things incidental to the Open Offer as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

On behalf of the Board
SAU SAN TONG HOLDINGS LIMITED
Cheung Yuk Shan, Shirley
Chairman

Hong Kong, 31 July 2015

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Head office and principal place of business in Hong Kong:

4th Floor
Sands Building
17 Hankow Road
Tsim Sha Tsui
Kowloon
Hong Kong

Notes:

1. A form of proxy to be used for the extraordinary general meeting is enclosed with the Circular.
2. Any shareholder of the Company entitled to attend and vote at the extraordinary general meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the shareholder to speak at the extraordinary general meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to attend in his/her/its stead at any one general meeting (or at any one class meeting).
3. The form of proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered at the Hong Kong branch registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting at which the person named in the form of proxy proposes to vote. Delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and, in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, that one of the said persons so present being the most senior shall alone be entitled to vote in respect of the relevant joint holding to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

As at the date of this notice, 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 notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for a minimum period of 7 days from the date of its publication and on the website of the Company at www.sausantong.com.