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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)

**(1) POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 22 SEPTEMBER 2016;
(2) SHARE CONSOLIDATION; AND
(3) ADJUSTMENTS IN RELATION TO THE OUTSTANDING OPTIONS
AND THE CONVERTIBLE NOTES**

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM.

The Share Consolidation will become effective on Friday, 23 September 2016.

As a result of the Share Consolidation, adjustments will be made to (i) the exercise price of the Outstanding Options and the number of Consolidated Shares to be allotted and issued upon exercise of the Outstanding Options; and (ii) the conversion price and the number of Consolidated Shares to be allotted and issued upon exercise of the conversion rights attached to the Convertible Notes.

The adjustments to the Outstanding Options will become effective on Friday, 23 September 2016 and the adjustments to the Convertible Notes will become effective from the close of business on Thursday, 22 September 2016.

Reference is made to the circular of Sau San Tong Holdings Limited (the “**Company**”) dated 5 September 2016 (the “**Circular**”) and the notice of the EGM (the “**Notice**”) of the same date. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULT OF THE EGM

In accordance with the GEM Listing Rules, voting of the proposed ordinary resolution as set out in the Notice was taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

* *For identification purpose only*

As at the date of the EGM, there were 3,642,271,908 Shares in issue, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution proposed at the EGM. No Shareholder was required to abstain from voting on the ordinary resolution proposed at the EGM and no Shareholder entitled to attend the EGM could vote only against the ordinary resolution proposed at the EGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the ordinary resolution proposed at the EGM.

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM. The poll result for the ordinary resolution is as follows:

Ordinary resolution	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve the Share Consolidation	924,446,502 (99.99%)	127,466 (0.01%)	924,573,968 (100.00%)

Please refer to the Notice for the full text of the above ordinary resolution.

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.

SHARE CONSOLIDATION

The Board is also pleased to announce that the Share Consolidation will become effective on Friday, 23 September 2016. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange and replacement of share certificates in respect of the Share Consolidation. The Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from purple to gold.

ADJUSTMENTS IN RELATION TO THE OUTSTANDING OPTIONS AND THE CONVERTIBLE NOTES

(a) Adjustments to the Outstanding Options

As at the date of this announcement, the Company has (i) an aggregate of 86,634,038 outstanding share options granted under the share option schemes adopted by the Company on 4 November 2003 and 24 February 2016 (the “**Outstanding Options**”) to subscribe for up to 86,634,038 new Shares.

According to the written confirmation (the “**IFA’s Confirmation**”) issued by Gram Capital Limited, the independent financial adviser, which confirmed that the adjustments made under the share option schemes (the “**Share Option Schemes**”) adopted by the Company on 4 November 2003 and 24 February 2016 respectively were in compliance with the requirements as set out in the supplementary guidance on Rule 23.03(13) of the GEM Listing Rules dated 5 September 2005 and the note immediately after the rule, the adjustments that would be made to the share options granted under the Share Option Schemes would be as follows:

Date of grant of the Outstanding Options	Exercise period	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
		Exercise price HK\$	No. of share option qty	Exercise price HK\$	No. of share option qty
22 February 2012	22 February 2012 to 21 February 2017	0.212	13,788,600	0.424	6,894,300
10 March 2016	10 March 2016 to 9 March 2021	0.066	72,845,438	0.132	36,422,719

(b) Adjustments to the Convertible Notes

As at the date of this announcement, the Company has convertible notes with outstanding principal amount of HK\$20,000,000 (the “**Convertible Notes**”) which is convertible into 147,058,823 Shares upon conversion in full.

According to the IFA’s Confirmation, the adjustments that have been made to the Convertible Notes pursuant to the terms and conditions of the Convertible Notes were as follows:

	Immediately before the Share Consolidation becoming effective	Immediately after the Share Consolidation becoming effective
Conversion price (HK\$)	0.136	0.272
Number of conversion shares	147,058,823	73,529,411

The adjustments to the Outstanding Options will become effective on Friday, 23 September 2016 and the adjustments to the Convertible Notes will become effective from the close of business on Thursday, 22 September 2016.

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

Hong Kong, 22 September 2016

As at the date of this announcement, the Board comprises executive directors namely Dr. Cheung Yuk Shan, Shirley (Chairman) and Mr. Mui Wai Sum; non-executive director namely Mr. Takashi Togo; independent non-executive directors namely Mr. Hong Po Kui, Martin, 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 the information contained in this announcement 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 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.