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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 16th Floor, Prosperity Tower, 39 Queen’s Road Central, Central, Hong Kong 11:30 a.m. on Monday, 23 January 2017 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\$100,000,000 (divided into 5,000,000,000 ordinary shares of nominal value of HK\$0.02 each (“**Shares**”)) to HK\$400,000,000 (divided into 20,000,000,000 Shares) by the creation of 15,000,000,000 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 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 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upon (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 5 January 2017 (“**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 Underwriters (as defined below) 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 3,642,271,908 Shares and not more than 3,656,060,508 Shares (“**Rights Shares**”) by way of rights issue (“**Rights Issue**”) at a subscription price of HK\$0.10 per Rights Share on the basis of two (2) Rights Shares 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 Wednesday, 8 February 2017 (or such other date as the Underwriters (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 Rights 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**”) (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 2 December 2016 and made among the Company, Head & Shoulders Securities Limited and RaffAello Securities (HK) Limited as underwriters (“**Underwriters**”), 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 Rights Shares pursuant to or in connection with the Rights Issue 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 Rights Shares, if any, by the Underwriters) 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 Rights Issue 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 Rights Issue, 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, 5 January 2017

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:

16th Floor
Prosperity Tower
39 Queen's Road Central
Central
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 the general 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 branch share registrar and transfer office of the Company in Hong Kong, 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 or the adjournment thereof (as the case may be) 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 of directors of the Company 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. Chiu Kam Hing, Kathy and Mr. Lau Wai Leung, Alfred.