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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 the extraordinary general meeting (“EGM”) of Sau San Tong Holdings Limited (the “Company”) will be held at 10:50 a.m. on 31 August 2009 at 12th Floor, Prestige Tower, 23-25 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong, to consider and, if thought fit, pass the following resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the authorised share capital of the Company be increased from HK\$15,000,000 divided into 1,500,000,000 shares of HK\$0.01 each (“Shares”) to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,500,000,000 Shares (“Capital Increase”); and
- (b) any one director of the Company (the “Director”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things as he may deem necessary or desirable for or in connection with the completion of the Capital Increase and the matters contemplated thereunder.”

2. **“THAT**, subject to the passing of Ordinary Resolution No. 1 above and the fulfilment of other conditions in the underwriting agreement entered into between the Company and Kingston Securities Limited (the “Underwriter”) dated 21 July 2009 as varied and supplemented by a supplemental agreement dated 30 July 2009 also entered into between the Company and the Underwriter (hereinafter collectively referred to as the “Underwriting Agreement”), a copy of which has been tabled at the meeting and marked “A” and signed by the chairman of this Meeting for the purpose of identification:

- (a) the Open Offer (as defined below) and the transactions contemplated thereunder be and are hereby approved;

* *for identification purpose only*

For the purpose of this resolution, “Open Offer” means the proposed issue by way of open offer of not less than 4,799,400,000 offer shares (the “Offer Shares”) of the Company and not more than 4,897,850,000 Offer Shares at a subscription price of HK\$0.01 per Offer Share to the qualifying shareholders (the “Qualifying Shareholders”) of the Company whose names appear on the register of members on the date by reference to which entitlement under the Open Offer will be determined (other than those shareholders (the “Prohibited Shareholders”) with addresses on the register of members of the Company which are outside Hong Kong whom the Directors, after making relevant enquiries, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of five (5) Offer Shares for every one (1) Share then held;

- (b) any Director be and is hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer notwithstanding that (i) the Offer Shares may be offered, allotted or issued otherwise than pro rata to the Existing Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Prohibited Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (ii) excess Offer Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Prohibited Shareholders (as the case may be) will be made available for subscription under forms of application for excess Offer Shares;
- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up the underwritten Offer Shares, if any, by the Underwriter) be and are hereby approved;
- (d) the arrangements for application for Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and

- (e) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”

By order of the Board
Sau San Tong Holdings Limited
Cheung Yuk Shan, Shirley
Chairman

Hong Kong, 14 August 2009

Registered office:

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

Head office and principal place of business:

12th Floor, Prestige Tower
Nos. 23-25 Nathan Road
Tsimshatsui, Kowloon
Hong Kong

Notes:

1. Subject to the provisions of the articles of association of the Company, any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. On a poll, votes may be given either in person or by proxy. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent as such member of the Company could exercise.
2. Where there are joint holders of Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The form of proxy shall be in writing under the hand of the appointor or of his attorney duly 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 authorised to sign the same. In the case of a form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such form of proxy on behalf of the corporation without further evidence of the facts.

4. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 14 August 2009. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.sausantong.com. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and return, together with the power of attorney or other authority (if any) under which it is signed, (or a copy which has been certified by a notary) to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the form proposes to vote.
5. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
6. The Register of Members of the Company will be closed from Thursday, 27 August 2009 to Monday, 31 August 2009 (both dates inclusive) for the EGM. To qualify for attendance of the EGM, all transfers accompanied by the relevant share certificates of the Company must be lodged with the Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 26 August 2009, for registration.

As at the date of this announcement, the Board comprises executive directors namely Dr. Cheung Yuk Shan, Shirley (Chairman) and Mr. Cheung Ka Heng, Frankie; independent non-executive directors namely Mr. Hong Po Kui, Martin, Mr. Li Kuo Hsing and Ms. Hui Yat Lam.

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; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page and the website of the Company for at least 7 days from the date of its publication.