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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 (the “EGM”) of Sau San Tong Holdings Limited (the “Company”) will be held at 4th Floor, Sands Building, 17 Hankow Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 6 December 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the entering into of the conditional placing agreement (the “Placing Agreement”) dated 7 November 2013 between the Company and Get Nice Securities Limited (the “Placing Agent”), a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose, whereby the Company has conditionally agreed to issue and the Placing Agent has conditionally agreed to place and procure the subscription for, a series of 4% 3-year convertible notes up to an aggregate principal amount of HK\$30,000,000 (the “Placing Convertible Notes”) upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and the performance of all transactions contemplated under the Placing Agreement by the Company be and is hereby approved;
- (b) subject only to the Placing Agreement becoming unconditional, the directors of the Company (“Directors”) be and are hereby granted a specific mandate (“Specific Mandate for Placing”) to allot, issue and deal with the Conversion Shares (as defined in the Placing Agreement) in accordance with the terms of the Placing Convertible Notes. The Specific Mandate for Placing is in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution;

* *For identification purpose only*

- (c) the allotment and issue of the Conversion Shares, credited as fully paid, at the Conversion Price (as defined in the Placing Convertible Notes) pursuant to the Specific Mandate for Placing be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Placing Agreement and the Placing Convertible Notes (including but not limited to the allotment and issue of the Conversion Shares).”

2. **“THAT**

- (a) the entering into of the conditional subscription agreement (the “Subscription Agreement”) dated 7 November 2013 between the Company and Dr. Cheung Yuk Shan, Shirley (the “Dr. Cheung”), a copy of which is marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose, whereby the Company has conditionally agreed to issue and the Dr. Cheung has conditionally agreed to subscribe for, a 2% 3-year convertible note in the principal amount of HK\$20,000,000 (the “Subscription Convertible Note”) upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and the performance of all transactions contemplated under the Subscription Agreement by the Company be and is hereby approved;
- (b) subject only to the Subscription Agreement becoming unconditional, the Directors be and are hereby granted a specific mandate (“Specific Mandate for Subscription”) to allot, issue and deal with the Conversion Shares (as defined in the Subscription Agreement) in accordance with the terms of the Subscription Convertible Note. The Specific Mandate for Subscription is in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution;
- (c) the allotment and issue of the Conversion Shares, credited as fully paid, at the Conversion Price (as defined in the Subscription Convertible Note) pursuant to the Specific Mandate for Subscription and the performance of the transactions contemplated under the Subscription Convertible Note by the Company be and are hereby approved; and

- (d) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Subscription Agreement and the Subscription Convertible Note (including but not limited to the allotment and issue of the Conversion Shares).”

Yours faithfully
For and on behalf of the Board
Sau San Tong Holdings Limited
Cheung Yuk Shan, Shirley
Chairman

Hong Kong, 21 November 2013

Registered office:

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Cayman Islands

*Head office and principal place
of business in Hong Kong:*

4th Floor, Sands Building
17 Hankow 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 authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized 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 authorized 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 21 November 2013. 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.

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, Ms. Hui Yat Lam and Ms. Chiu Kam Hing, Kathy.

This announcement, 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: (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 for at least 7 days from the date of its posting and on the Company's website at www.sausantong.com.