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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)

**SECOND SUPPLEMENTAL AGREEMENT FOR THE DISCLOSEABLE
TRANSACTION IN RELATION TO ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY
AND
ASSIGNMENT OF THE SHAREHOLDER'S LOAN INVOLVING THE ISSUE
OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

Reference is made to the (i) announcements (the “**Announcements**”) of Sau San Tong Holdings Limited (the “**Company**”) dated 3 April 2019 and 24 April 2019 in relation to the Acquisition; (ii) the announcement and the circular of the Company dated 8 May 2019 and 20 May 2019 respectively in relation to the consolidation (the “**Share Consolidation**”) of the ordinary shares in the share capital of the Company; and (iii) the announcement of the Company dated 10 June 2019 in relation to, among other things, the effective of the Share Consolidation. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

After the Share Consolidation became effective on 11 June 2019, the authorised share capital of the Company changed from HK\$400,000,000 divided into 20,000,000,000 Shares of HK\$0.02 each to HK\$400,000,000 divided into 2,500,000,000 ordinary shares (the “**Consolidated Shares**”) of HK\$0.16 each in the share capital of the Company, of which 682,925,982 Consolidated Shares were in issue as at the date of this announcement.

In view of the Share Consolidation, on 12 June 2019, the Purchaser, the Company and the Vendor entered into the second supplemental agreement (the “**Second Supplemental Agreement**”) to amend certain terms of the Agreement, pursuant to which:

- (i) 67,567,567 new Consolidated Shares shall be issued to the Vendor for full settlement of the Consideration of HK\$20,000,000 (the “**Amended Consideration Shares**”), instead of 540,540,540 new Shares; and

* For identification purpose only

- (ii) the Issue Price shall be HK\$0.296 per Amended Consideration Share, instead of HK\$0.037 per Consideration Share.

Save as disclosed above, the terms and conditions of the Agreement remain the same and the Agreement remains in full force and effect.

Effect on the Shareholding Structure

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion and the allotment and issue of the Amended Consideration Shares:

Shareholders	As at the date of this announcement		Immediately upon Completion and the allotment and issue of the Amended Consideration Shares	
	<i>Number of Consolidated Shares</i>		<i>Number of Consolidated Shares</i>	
	<i>Approximately % (Note)</i>		<i>Approximately % (Note)</i>	
Yau Chung Chung	75,175,000	11.0	75,175,000	10.0
Public Shareholders	607,750,982	89.0	607,750,982	81.0
Vendor	—	—	67,567,567	9.0
Total	<u>682,925,982</u>	<u>100</u>	<u>750,493,549</u>	<u>100</u>

Note: Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By order of the Board
SAU SAN TONG HOLDINGS LIMITED
Mui Wai Sum
Executive Director

Hong Kong, 12 June 2019

As at the date of this announcement, the Board comprises executive Directors namely Mr. Mui Wai Sum and Mr. Chan Ka Kin; non-executive Director namely Mr. Takashi Togo; independent non-executive Directors namely Ms. Chiu Kam Hing, Kathy, Mr. Lau Wai Leung, Alfred and Mr. Roberts, Daniel William.

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.sst-holding.com.