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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 Room 2301B, 23th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Thursday, 23 July 2020 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (A) the agreement dated 1 June 2020 (the “**Agreement**”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the EGM for the purpose of identification) entered into between Profit Hunting Development Limited, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of the Company (the “**Vendor**”) and Winhall Holdings Limited, a company incorporated in Hong Kong with limited liability (the “**Purchaser**”), pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase the entire issued share capital of Earth Limited (the “**Disposal Company**”), for a consideration of HK\$23,000,000 (the “**Disposal**”) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (B) any of the director of the Company (the “**Director**”) be and is hereby authorized to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation

* For identification purpose only

of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board of
Sau San Tong Holdings Limited
Mui Wai Sum
Executive Director

Hong Kong, 8 July 2020

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:*
Room 2303, 23/F
China Insurance Group Building
141 Des Voeux Road Central
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 8 July 2020. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/ it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the cast of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. Any voting at the EGM shall be taken by poll.

As at the date of this notice, the board of directors of the Company comprises Mr. Mui Wai Sum and Mr. Chan Ka Kin as executive directors; Mr. Takashi Togo as non-executive director; and Ms. Chiu Kam Hing, Kathy, Mr. Lau Wai Leung, Alfred and Mr. Au Siu Lun as independent non-executive directors.