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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 “**Meeting**”) of Sau San Tong Holdings Limited (the “**Company**”) will be held at Room 2301B, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Wednesday, 11 November 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon (i) the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Share Consolidation (as defined below):
  - (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
    - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.16 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$1.60 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company;
    - (ii) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);

\* For identification purpose only

- (iii) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 2,500,000,000 ordinary shares of par value of HK\$0.16 each to HK\$400,000,000 divided into 250,000,000 ordinary shares of par value of HK\$1.60 each; and
- (iv) 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 all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/ they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

### SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) approval from the Grand Court of the Cayman Islands (“**Court**”) of the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions the Court may impose; (iv) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Capital Reduction (as defined below) and the Share Sub-division (as defined below); and (v) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled:
- (a) the par value of each issued Consolidated Share of par value of HK\$1.60 each in the share capital of the Company be reduced to HK\$0.01 each (each a “**New Share**”) (the “**Capital Reduction**”) by cancelling the paid up capital to the extent of HK\$1.59 on each of the then issued Consolidated Shares;
  - (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by Company as the board of directors of the Company may deem fit and permitted in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
  - (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value HK\$1.60 each be sub-divided into one hundred and sixty (160) New Shares of par value of HK\$0.01 each (the “**Share Sub-division**”);

- (d) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from HK\$400,000,000 divided into 250,000,000 ordinary shares of par value of HK\$1.60 each to HK\$400,000,000 divided into 40,000,000,000 New Shares of par value of HK\$0.01 each;
- (e) each of the New Shares arising from the Capital Reduction and the Share Subdivision shall rank *pari passu* in all respects with each other and shall have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company; and
- (f) 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 all such documents, which are ancillary to the Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Capital Reduction and the Share Sub-division and (where applicable) to aggregate all fractional New Shares and sell them for the benefits of the Company.”

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

Hong Kong, 19 October 2020

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

Room 2303, 23rd Floor,  
China Insurance Group Building,  
141 Des Voeux Road Central,  
Central,  
Hong Kong

*Registered Office:*

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

*Notes:*

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the “**Shares**”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. 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.

2. A form of proxy for use in connection with the Meeting is enclosed. If you are not able to attend and vote at the Meeting in person, you are requested to complete and return the accompanying 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 Meeting or its adjournment should he/she/it so wish. In such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting (i.e. by 11:00 a.m. on Monday, 9 November 2020) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the Meeting or its adjournment should he/she/it so wish.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the Meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of Members in respect of such Share(s) shall alone be entitled to vote in respect thereof.
5. For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Friday, 6 November 2020 to Wednesday, 11 November 2020 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at Meeting, shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 November 2020.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the notice will be taken by a poll.
7. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Wednesday, 11 November 2020, the Meeting will be adjourned and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*As at the date of this notice, 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. Au Siu Lun.*