

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Sau San Tong Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**(1) MAJOR TRANSACTION IN RELATION TO  
DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF  
THE TARGET COMPANY AND ASSIGNMENT  
OF THE SHAREHOLDER’S LOAN; AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial Adviser to the Company**



**INCU Corporate Finance Limited**

---

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 3 to 12 of this circular. A notice convening the EGM to 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. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is also enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event by not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

8 July 2020

\* For identification purpose only

---

## CHARACTERISTICS OF GEM

---

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>DEFINITIONS</b> .....                                  | 1           |
| <b>LETTER FROM THE BOARD</b> .....                        | 3           |
| <b>APPENDIX I — FINANCIAL INFORMATION OF THE GROUP...</b> | I-1         |
| <b>APPENDIX II — VALUATION REPORT</b> .....               | II-1        |
| <b>APPENDIX III — GENERAL INFORMATION</b> .....           | III-1       |
| <b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....      | EGM-1       |

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:*

|                       |   |
|-----------------------|---|
| “Agreement”           | the provisional sale and purchase agreement dated 1 June 2020 entered into between the Purchaser and the Vendor for the disposal of the Sale Share together with the Shareholder’s Loan               |
| “Board”               | the board of Directors  |
| “BVI”                 | the British Virgin Islands  |
| “Company”             | Sau San Tong Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM   |
| “Completion”          | completion of the Disposal  |
| “Completion Date”     | a day on or before 28 August 2020   |
| “connected person(s)” | has the meaning ascribed thereto under the GEM Listing Rules  |
| “Consideration”       | HK\$23,000,000 being the consideration for the Disposal   |
| “Director(s)”         | director(s) of the Company  |
| “Disposal”            | the disposal of the Sale Share together with the Shareholder’s Loan by the Vendor to the Purchaser pursuant to the Agreement  |
| “EGM”                 | the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the terms of the Agreement and the transactions contemplated thereunder |
| “GEM”                 | the GEM of the Stock Exchange   |
| “GEM Listing Rules”   | the Rules Governing the Listing of Securities on GEM  |
| “Group”               | the Company and its subsidiaries  |
| “HK\$”                | Hong Kong dollars, the lawful currency of Hong Kong   |

---

## DEFINITIONS

---

|                           |  |
|---------------------------|--|
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC   |
| “Latest Practicable Date” | 6 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein              |
| “Property”                | a residential unit on 2 <sup>nd</sup> floor with a flat roof and a car parking space located at Ascot Tower, 45-47 Village Road, Happy Valley, Hong Kong |
| “PRC”                     | the People’s Republic of China   |
| “Purchaser”               | Winhall Holdings Limited, a company incorporated in Hong Kong with limited liability, which ultimate beneficial owners are independent third parties     |
| “Sale Share”              | 10,000 issued shares of the Target Company, representing the entire issued share capital of the Target Company   |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”                | ordinary share(s) of HK\$0.16 each in the share capital of the Company   |
| “Shareholder(s)”          | holder(s) of the Share(s)  |
| “Shareholder’s Loan”      | the loan (if any) owed by the Target Company to the Vendor as of the Completion Date   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Target Company”          | Earth Limited, a company incorporated in Hong Kong with limited liability  |
| “Vendor”                  | Profit Hunting Development Limited, a company incorporated in BVI with limited liability, a direct wholly-owned subsidiary of the Company                |
| “%”                       | per cent   |

---

## LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Mr. Mui Wai Sum

Mr. Chan Ka Kin

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Non-executive Director:*

Mr. Takashi Togo

*Independent Non-executive Directors:*

Ms. Chiu Kam Hing, Kathy

Mr. Lau Wai Leung, Alfred

Mr. Au Siu Lun

*Principal place of business in Hong Kong:*

Room 2303, 23/F

China Insurance Group Building

141 Des Voeux Road Central

Central, Hong Kong

8 July 2020

*To the Shareholders*

Dear Sir/Madam,

**(1) MAJOR TRANSACTION IN RELATION TO  
DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF  
THE TARGET COMPANY AND ASSIGNMENT  
OF THE SHAREHOLDER'S LOAN; AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 1 June 2020 and the supplement announcement dated 4 June 2020 in relation to the Disposal (the “**Disposal Announcements**”). On 1 June 2020 (after trading hours of the Stock Exchange), the Vendor and the Purchaser entered into the Agreement, pursuant to which, the Vendor conditionally agreed to sell and the Purchaser conditionally agreed to purchase the Sale Share, representing the entire issued share capital of the Target Company together with the Shareholder's Loan at the Consideration of HK\$23,000,000.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with, among other things, (i) further information relating to the Disposal; (ii) a notice of the EGM; and (iii) other information as required to be disclosed under the GEM Listing Rules.

### THE AGREEMENT

The principal terms of the Agreement are set out below:

#### Date

1 June 2020 (after trading hours)

#### Parties

- (i) the Vendor (as vendor); and
- (ii) the Purchaser (as purchaser)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Purchaser is an investment holding company and (ii) the Purchaser and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

#### Assets to be disposed of

The Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Share together with the Shareholder's Loan. The Sale Share represents the entire issued share capital of the Target Company. The Shareholder's Loan, representing all sums for which the Target Company is indebted to the Vendor as at Completion Date, the outstanding amount of which is approximately HK\$17,109,000 as at the Latest Practicable Date.

The Target Company holds the entire legal and beneficial interest of the Property. Further details of the Target Company and the Property are set out below in the section headed **"INFORMATION OF THE TARGET COMPANY AND THE PROPERTY"**.

---

## LETTER FROM THE BOARD

---

### Consideration

The Consideration for the sale and purchase of the Sale Share and the assignment of the Shareholder's Loan shall be an aggregate sum of HK\$23,000,000, which shall be apportioned as follows:

- (a) the consideration for the sale and purchase of the Sale Share shall be an amount calculated by deducting the Loan Consideration (as defined below) from the Consideration; and
- (b) the consideration for the assignment of the Shareholder's Loan shall be equal to the face value of the Shareholder's Loan as at Completion Date (the "**Loan Consideration**").

The Consideration payable by the Purchaser to the Vendor is HK\$23,000,000 and shall be payable in cash in the following manner:

- (a) HK\$1,000,000 being initial deposit has been paid by the Purchaser to the Vendor upon signing of the Agreement;
- (b) HK\$1,300,000 being further deposit shall be paid by the Purchaser to the Vendor on or before 26 June 2020; and
- (c) HK\$20,700,000 being the balance of the Consideration shall be paid by the Purchaser to the Vendor upon Completion.

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the prevailing market prices of similar properties of similar size, character and location and preliminary valuation of HK\$22,000,000 as at 31 March 2020 valued by an independent valuer engaged by the Company. The Company has engaged a third-party property agency company to assist in negotiation of the terms to ensure the price to be within market range.

### Formal agreement

As disclosed in the Announcement, the formal agreement in relation to the Disposal shall be entered into on or before 26 June 2020. In the event that no formal agreement has been entered into, the Agreement shall be treated as the formal agreement. Further to the negotiations between the Vendor and the Purchaser, no formal agreement was entered into on or before 26 June 2020 and the Vendor does not intend to enter into any formal agreement with the Purchaser in such regards. As such, the Agreement remains valid in full force and effect and the parties to the Agreement shall continue to fulfil their respective obligations thereunder.



---

## LETTER FROM THE BOARD

---

### Conditions precedent

Completion is conditional upon the following:

- (a) the Purchaser having completed its due diligence investigation on the business, financial, legal and all other aspects of the Target Company and with no reasonable objection to the same;
- (b) the Vendor, shall at the Vendor's own cost, procure the Target Company to prove and give a good title to the Property in accordance with Sections 13 and 13A of the Conveyancing and Property Ordinance (Cap.219 of the Laws of Hong Kong);
- (c) all the representations, undertakings and warranties given by the Vendor under the Agreement and the formal agreement are and shall remain true, accurate, correct and complete and not misleading in all respects up to the Completion; and
- (d) the approval being obtained from the Shareholders to the entering into and implementation of the transactions contemplated under the Agreement or if signed, the formal agreement at the EGM by 31 July 2020 or such later date as the parties thereto may agree in writing (the "**Prescribed Date**"). In the event of non-fulfillment of this condition by the Prescribed Date, all deposits paid shall within 7 days after the Prescribed Date be refunded to the Purchaser's solicitors on behalf of the Purchaser (as the Purchaser thereby authorizes) and the Vendor shall pay the Purchaser an additional sum equivalent to the deposit paid by way of liquidated damages, and the parties shall at their own costs enter into a cancellation agreement, whereupon the parties thereto shall have no further claims or liability against each other. The Vendor undertakes to procure the holding of the EGM at the earliest opportunity for the purpose of obtaining the necessary approval without delay. The Vendor further undertakes to notify the Purchaser in writing as soon as reasonably practicable the result of the EGM and (as appropriate) the fulfilment of this condition. The Purchaser shall assist the Vendor by providing such necessary information and documents of the Purchaser as may be required to be included in the Disposal Announcements and this circular of the Company pursuant to the requirements of the GEM Listing Rules.

---

## LETTER FROM THE BOARD

---

### **Termination**

Should the Purchaser fail to complete the Disposal in accordance with the terms of the Agreement, the Vendor shall be entitled to forfeit the deposits paid absolutely as liquidated damages and terminate the Agreement and then re-sell the Sale Share and the Shareholder's Loan to anyone they think fit and the Vendor shall not take any action to claim against the Purchaser for any further liabilities and/or damages nor for specific performance of the Agreement.

Save and except for condition (d) above, should the Vendor after receiving the deposits paid but fail to complete the Disposal in accordance with the terms of the Agreement, the Vendor shall immediately refund the deposits paid to the Purchaser and compensate the Purchaser with a sum equivalent to the amount of the deposits as liquidated damages and the Purchaser shall not take any further action to claim for damages or enforce specific performance.

### **Completion**

Upon compliance with or fulfilment (or waiver) of all the above conditions, Completion shall take place on the Completion Date.

### **INFORMATION OF THE GROUP**

The Group is principally engaged in the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products, sale of other health and beauty products, investments in securities and money lending business.

### **INFORMATION OF THE VENDOR**

The Vendor, a company incorporated in the BVI with limited liability, is a direct wholly-owned subsidiary of the Company. The Vendor is an investment holding company.

---

## LETTER FROM THE BOARD

---

### INFORMATION OF THE PURCHASER

The Purchaser is a company incorporated in Hong Kong with limited liability and principally engaged in investment holding. It is ultimately and beneficially owned as to 50% by Golden Resources Development International Limited (“**Golden Resources**”), 49.995% by Mr. Tse Sik Hung, David and 0.005% by Ms. Hon Suk Yee. Golden Resources is a company listed on the Stock Exchange (Stock Code: 677). The principal activities of Golden Resources and its subsidiaries are business of sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice, operation of convenience stores, securities investment, property investment and investment holding. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

The Target Company was acquired on 5 July 2019 (the “**Previous Acquisition**”) from an independent third party. The vendor in the Previous Acquisition (the “**Previous Vendor**”) is Ms. Ho Yuen May May. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Previous Vendor is an independent third party to and does not have any relationship with the Purchaser and its ultimate beneficial owners.

### INFORMATION OF THE TARGET COMPANY AND THE PROPERTY

The Target Company is a company incorporated in Hong Kong with limited liability. The Target Company is wholly owned by the Vendor. The principal business of the Target Company is investment holding and its major asset is the Property.

The Target Company is the sole legal and beneficial owner of the Property. The Property, located at Ascot Tower, 45-47 Village Road, Happy Valley, Hong Kong, which consists of a residential unit on a floor (with saleable area of 907 square feet) with a flat roof area of approximately 1,723 square feet and a car parking space on the ground floor. Since 5 July 2019, being the date of the Previous Acquisition, and up to the Latest Practicable Date, the Property has been vacant and not subject to any tenancy.

---

## LETTER FROM THE BOARD

---

Set out below is the unaudited financial information of the Target Company for the years ended 31 March 2019 and 2020:

|                                   | <b>For the year<br/>ended<br/>31 March<br/>2019<br/>HK\$'000<br/>(unaudited)</b> | <b>For the year<br/>ended<br/>31 March<br/>2020<br/>HK\$'000<br/>(unaudited)<br/>(Note)</b> |
|-----------------------------------|--|---|
| Revenue                           | —  | —   |
| Net profit/(loss) before taxation | (2,435)  | 9,399   |
| Net profit/(loss) after taxation  | (2,435)  | 9,399   |

*Note:* The acquisition of Target Company by the Group completed on 5 July 2019. Therefore, the results of the Target Company were consolidated into consolidated financial statements of the Group since 5 July 2019.

The unaudited net asset value of the Target Company as at 31 March 2020 was approximately HK\$4,532,000.

### FINANCIAL EFFECTS OF THE DISPOSAL

As at the Latest Practicable Date, the Target Company is an indirect wholly-owned subsidiary of the Company. Upon Completion, the Target Company will cease to be a subsidiary of the Company and the Company will cease to have any interest in the Target Company. The financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Group following Completion.

### Assets and liabilities

Having taken into account the Consideration and the unaudited net asset value of the Target Company as at 31 March 2020, it is estimated that upon Completion, the total assets of the Group will decrease by approximately HK\$91,000. The total liabilities of the Group will decrease by approximately HK\$730,000. It is estimated that the net assets of the Group will have an increase of approximately HK\$639,000, being the net effect of the changes of the Group.

---

## LETTER FROM THE BOARD

---

### Earnings

Based on the net proceeds from the Disposal of approximately HK\$22,280,000 (after deducting of estimated professional fees and other related expenses of approximately HK\$720,000) and the Company's carrying value, being the unaudited net asset value of the Target Company and the book value of the Shareholder's Loan, in aggregate of approximately HK\$21,641,000 as at 31 March 2020, it is estimated that the Company will record a gain of approximately HK\$639,000 as a result of the Disposal. The actual gain or loss to be recorded by the Company depends on the net asset/liability value of the Target Company as at the Completion Date, which is subject to final audit to be performed by the auditors of the Company.

### REASONS FOR AND BENEFITS OF THE DISPOSAL AND USE OF PROCEEDS

The Target Company, which owns the Property as its major asset, and the Shareholder's Loan were acquired on 5 July 2019 with an acquisition cost of HK\$20,000,000. The Property was acquired for investment purpose to allow the Group to enjoy capital appreciation. The Board considers that the Disposal is a good opportunity for the Group to realise its investment property held with a considerable profit as compared to original acquisition cost and will improve the liquidity of the Group. It is expected that the net proceeds from the Disposal of approximately HK\$22,280,000 will be used as general working capital of the Group.

The Directors consider that:

- (a) the terms and conditions of the Agreement are on normal commercial terms that are fair and reasonable; and
- (b) the Disposal is in the interests of the Company and the Shareholders as a whole.

### GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio(s) (as defined in Chapter 19 of the GEM Listing Rules) in respect of the Disposal exceed 25% but are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules.

---

## LETTER FROM THE BOARD

---

### EGM

The EGM will be convened and 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 Shareholders to consider and, if thought fit, approve the Agreement and the transactions contemplated thereunder by way of poll. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of its Shares to a third party, either generally or on a case-by-case basis.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong, at Room 2303, 23/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, as soon as possible and in any event by not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of such general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution put to the vote at the EGM will be taken by way of poll, and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the transactions contemplated under the Agreement as at the Latest Practicable Date. As such, none of the Shareholders or any of their respective associates have a material interest in the Disposal, thus no Shareholder is required to abstain from voting for the resolution if the Company were to convene a general meeting to approve the Disposal.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Board considers that the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Agreement and the transactions contemplated thereunder.

### WARNING

Shareholders and potential investors of the Company should note that Completion is subject to the fulfilment or waiver (as the case may be) of the conditions precedent set out in the Agreement and therefore may or may not occur. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares and other securities of the Company.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text shall prevail over the Chinese text in this circular.

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

**I. FINANCIAL INFORMATION OF THE GROUP**

Details of the financial information of the Group for each of the three financial years ended 31 March 2018, 2019 and 2020 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sst-holding.com>):

- Annual report of the Company for the financial year ended 31 March 2020 (pages 58 to 214)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0629/2020062902339.pdf>
- Annual report of the Company for the financial year ended 31 March 2019 (pages 57 to 227)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2019/0628/gln20190628299.pdf>
- Annual report of the Company for the financial year ended 31 March 2018 (pages 60 to 215)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2018/0628/gln20180628119.pdf>

**II. INDEBTEDNESS**

As at the close of business on 31 May 2020, being the latest practicable date for the purpose of this indebtedness statement prior to the publication of this circular, the Group had total lease liabilities of approximately HK\$25,227,000 as at that date.

Save as disclosed above, as at the close of business on 31 May 2020, the Group did not have any outstanding loan capital issued and outstanding or agreed to be issued, bank overdrafts, other similar indebtedness, liabilities under acceptances or acceptances credits, debentures, mortgages, charges, lease liabilities, guarantees or other material contingent liabilities.

The Directors confirmed that the Group do not have any plans for material external debt financing and no material changes in the indebtedness and contingent liabilities of the Group since 31 May 2020 up to and including the Latest Practicable Date.



**III. WORKING CAPITAL**

The Directors are of the opinion that, taking into account the cash flow generated from the operating activities, the financial resources available to the Group including cash and cash equivalents on hand, the internally generated funds and the available banking facilities, the Group has, in the absence of unforeseeable circumstances, sufficient working capital for its present requirement for the next twelve months from the date of this circular.

**IV. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 March 2020, being the date to which the latest published audited financial statements of the Company were made up, and up to and including the Latest Practicable Date.

**V. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in the provision of beauty and slimming services from slimming centres, distribution sales of cosmetic and skin care products, sale of other health and beauty products, investments in securities and money lending business.

Despite of the unsatisfactory performance for the year ended 31 March 2020, the Group will continue to consistently maintain a positive attitude to explore, research and develop more sophisticated and effective health and beauty products and professional treatments, in order to meet the pursuit and demand for beauty and health by the ladies in Hong Kong and China and in turn achieve stable growth and enhance the performance of the Group's core business. Meanwhile, the Group is also devoted to the training of its people, and has specifically devised training courses targeted at the employees of the franchise co-operation shops on the mainland market, with the aim to ensure the consistence in the quality of operation and services of the beauty, slimming and spa centres across different places.

In addition, parallel to its focus on the beauty and slimming business, the Group will also utilise the abundant funds on hand to identify new investment opportunities, including appropriate and timely investments in securities, money lending and properties, with the objectives of generating additional return, broadening its revenue base, enhance the efficiency of capital use and further promote the performance of the Group in different areas. The Group will meticulously select sound investments with high return potentials. Moving forward, the Group will concentrate on bringing its strengths, customer base, reputation and other advantages into full play in order to actualise stable growth of its core business. This will be complemented with careful investments in the effort to bring along more rewarding returns to our investors.

*The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from CHFT Advisory And Appraisal Ltd., an independent valuer appointed by the Company, in connection with its valuation as at 31 May 2020 of the Property.*



香港上環文咸東街 40 號 15 樓 1502 室  
1502, 15/F., 40 Bonham Strand, Sheung Wan, Hong Kong  
電話 Tel: +852 2301 4080 傳真 Fax: +852 2301 4988

Date of Report: 8 July 2020

### **The Board of Directors**

#### **Sau San Tong Holdings Limited**

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

Dear Sir/Madam,

**Re: Valuation of 2/F and Flat Roof, and Car Parking Space No. 9 on G/F, Ascot Tower, 45-47 Village Road, Hong Kong for Sau San Tong Holdings Limited**

In accordance with an instruction for us to value the captioned property in Hong Kong for **Sau San Tong Holdings Limited** (the “Company”), we confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the capital value of such property interests as at **31 May 2020** (the “Date of Valuation”) for the purpose of **incorporation in the circular of the Company in relation to a major disposal only.**

### **Valuation Basis**

Our valuation is carried out on a Market Value basis, which is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

This valuation complies with “The HKIS Valuation Standards (2017 Edition)” published by The Hong Kong Institute of Surveyors (“HKIS”), “RICS Valuation – Global Standards” (“Red Book”) published by the Royal Institution of Chartered Surveyors (“RICS”), and the “International Valuation Standards” published by the International Valuation Standards Council as well as the requirements set out in Chapter 8 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

### **Valuation Assumptions**

Our valuation has been made on the assumption that the owner sells the property on the open market without the benefit or burden of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which would serve to affect the values of the property interests.

No allowance has been made in our valuations neither for any charges, mortgages or amounts owing on the property interests nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoings of onerous nature which could affect their values.

### **Valuation Methodology**

We have applied direct comparison method of valuation whereby comparisons based on sales transactions of comparable properties have been made. Recent comparable property sales within the same district are analysed and carefully weighed against all respective advantages and disadvantages of the property in order to arrive at the fair comparison of values.

### **Source of Information**

We have caused searches at the Land Registry in Hong Kong. We have not, however, searched the original documents to verify ownership or any amendment which did not appear on the copies handed to us. All documents have been used for reference only. We assume no responsibility for matters legal in nature nor do we render any opinion as to the titles to the property interests.

Site inspection of the property were carried on 7 May 2020 by Mr. Harry Sung, who have over one-year property valuation experience in Hong Kong. We have inspected the exterior of the subject development. We have not inspected those parts of the property which are covered, unexposed or inaccessible and such parts have been assumed to be in reasonable conditions. We have not carried out detailed measurements to verify the correctness of the areas in respect of the property but have assumed that the areas as provided by Rating and Valuation Department or other sources are correct. No re-measurement of the floor area by International Property Measurement Standards as advocated by RICS has been made as comparable property units are in saleable area. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

In the course of our inspection, we did not notice any serious defects. However, we have not carried out any structural survey or any tests on the building services. Therefore, we are not able to report whether the property is free of rot, infestation or any other structural defects. We have not carried out investigations on the site to determine the suitability of the ground conditions, the services, etc. for any future development. We have not carried out any investigation into past or present uses, either of the property or of any neighbouring land, to establish whether there is any contamination or potential for contamination to the property from these uses or sites, and have therefore assumed that none exists.

We have relied to a considerable extent on the information and advice given or made available to us by the Company and relevant government authorities on such matters as planning approval, statutory notice, easement, occupancy status, etc.

### **Limitation of Liabilities**

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also sought confirmation from the Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

The responsible valuer is in a position to provide an objective and unbiased valuation and is competent to undertake the valuation assignment. Our findings or conclusion of value of the property in this report are valid only for the stated purpose and at the Date of Valuation, and for the sole use of the Company. We or our personnel shall not be required to give testimony or attendance in court or to any government agency by reason of this report, and the valuer accepts no responsibility whatsoever to any other person.

Our liability for loss or damage shall be limited to such sum as we ought reasonably to pay having regard to our responsibility for the same on the basis that all other consultants and specialists, where appointed, shall be deemed to have provided to the Company contractual undertakings in respect of their services and shall be deemed to have paid to the Company such contribution as may be appropriate having regard to the extent of their responsibility for such loss or damage.

Our liability for any loss or damage arising out of the action or proceedings aforesaid shall, notwithstanding the preceding provisions, in any event be limited to a sum not exceeding ten (10) times of the amount of our agreed fee for this engagement. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, loss of profits, opportunity cost, etc.), even if it has been advised of their possible existence. For the avoidance of doubt our liability shall never exceed the lower of the sum calculated in accordance with the preceding provisions and the sum provided for in this clause.

The Company is required to indemnify and hold us and our personnel harmless from any claims, liabilities, costs and expenses (including, without limitation, attorney's fees and the time of our personnel involved) brought against, paid or incurred by us at a time and in any way based on the information made available in connection with our engagement except to the extent that any such losses, expenses, damages or liabilities are ultimately determined to be the result of gross negligence, misconduct, willful default or fraud of our engagement team in conducting its work. This provision shall survive even after the termination of this engagement for any reason.

The outbreak of the Novel Coronavirus (COVID-19), declared by the World Health Organisation as a "Global Pandemic" on 11 March 2020, has impacted global financial markets. The current response to COVID-19 means that we are faced with an unprecedented set of circumstances on which to base a judgement.

Our valuation may therefore be reported on the basis of "material valuation uncertainty" as per VPS 3 and VPGA 10 of the Red Book. Consequently, less certainty — and a higher degree of caution — should be attached to our valuation than would normally be the case. Given the unknown future impact that COVID-19 might have on the real estate market, we recommend that you keep the valuation of the subject property under frequent review.

We have valued the subject property in Hong Kong Dollars (HK\$) and enclose herewith the valuation report.

Yours faithfully,

For and on behalf of

**CHFT Advisory And Appraisal Ltd.**

**Alex PW Leung**      MHKIS MRICS

*Senior Director*

*Note:* Mr. Alex PW Leung is a member of the Hong Kong Institute of Surveyors and Royal Institution of Chartered Surveyors. He has over 20 years' post-qualified property valuation experience in Hong Kong.

## VALUATION REPORT

| Property  | Description and Tenure   | Occupancy Details  | Market Value<br>as at the Date of<br>Valuation                           |
|---|--|--|--|
| 2/F and Flat Roof<br>and Car Parking<br>Space No. 9 on<br>G/F, Ascot<br>Tower, 45-47<br>Village Road,<br>Hong Kong<br><br>26/502 equal<br>and undivided<br>shares of and in<br>The Remaining<br>Portion of Sub-<br>Section 3 of<br>Section A and<br>The Remaining<br>Portion of Section<br>A of Inland Lot<br>No. 2559. | The subject development is a<br>26-storey single block residential<br>building completed in 1984.<br><br>The subject property comprises the<br>only residential unit on<br>2/F as well as one of car parking<br>spaces on the G/F. The subject unit is<br>a 3-bedroomed unit as per developer's<br>brochure.<br><br>According to Rating and Valuation<br>Department ("RVD"), the saleable<br>area of the subject unit is about 907<br>sqft (84.3 sqm) plus a flat roof of<br>1,723 sqft (160.1 sqm).<br><br>The property is held under Conditions<br>of Exchange No. 2026 commencing<br>from 21 February 1925 for 75 years<br>renewed for another 75 years. The<br>annual Government Rent is HK\$7,722<br>for the whole lot. | As informed by<br>the Company, the<br>property was vacant<br>as at the Date of<br>Valuation. | <b>HK\$22,000,000</b><br>(HONG KONG<br>DOLLARS<br>TWENTY-TWO<br>MILLION) |

*Notes:*

- a) The registered owner of the property is Earth Limited vide Memorial No. 09112600600306 dated 19 November 2009.
- b) The property is subjected to Deed of Mutual Covenant vide Memorial No. UB5407500 dated 1 August 1992.
- c) The property currently lies within an area zoned for "Residential (Group B)" under the current draft Wong Nai Chung Outline Zoning Plan.
- d) In the course of our valuation, we have made reference to sale transactions of single-block residential developments in the lower part of Happy Valley and with similar ages to the subject property. Five Agreements of Sale and Purchase registered in the Land Registry are identified between the 4th quarter 2019 and the Date of Valuation. Four of them were sold at saleable area unit rates ranged from HK\$16,262 to HK\$20,624 per sqft, excluding car parking space, if any. The remaining one was transacted at a substantial low price and therefore disregarded.
- e) Impacts of the COVID-19 have been allowed based on price indices as published by the RVD. According to the provisional price indices of the RVD, residential prices of medium sized units were comparatively stable in the first five months of 2020. There was a mild increment of 0.7% from December 2019 to May 2020. No "material valuation uncertainty" was noted in this sub-market in Hong Kong.



## 1. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Interests of Directors and chief executives of the Company

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executives of the Company or their associates in the shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### *Long position in Shares and underlying Shares of the Company*

| Name of Director  | Nature of interests | Number of Shares | Approximate percentage of Shareholding |
|-------------------|---------------------|------------------|--|
| Mr. Mui Wai Sum   | Beneficial owner    | 6,829,170        | 0.91%                                  |
| Ms. Kwan Fei Ying | Beneficial owner    | 6,829,169        | 0.91%                                  |
| Mr. Chan Ka Kin   | Beneficial owner    | 6,829,250        | 0.91%                                  |
| Mr. Takashi Togo  | Beneficial owner    | 6,829,250        | 0.91%                                  |

*Note:* The above Shares represent the share options granted to each of the Directors pursuant to the Company’s share option scheme. Accordingly, pursuant to Part XV of the SFO, they were taken to be interested in the underlying Shares for which he is entitled to subscribe subject to their exercise of the share options granted.

Save as disclosed above, so far as the Directors were aware as at the Latest Practicable Date, none of the Directors or chief executives of the Company or their associates had any interests or short positions in the shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

**(b) Interests of substantial Shareholders**

As far as was known to any Director or chief executive of the Company, as at the Latest Practicable Date, the persons or companies (not being a Director or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly deemed to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

| <b>Name of substantial Shareholder</b> | <b>Nature of interests</b> | <b>Number of Shares</b> | <b>Approximate percentage of Shareholding</b> |
|--|----------------------------|-------------------------|---|
| Mr. Yau Chung Chung                    | Beneficial owner           | 80,550,000              | 10.73%  |

Save as disclosed above, so far as the Directors were aware, as at the Latest Practicable Date, there were no other persons who have an interest or a short position in the shares or underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**3. LITIGATION**

As at the Latest Practicable Date, as far as the Directors are aware, neither the Company nor any member of the Group was engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any member of the Group.

**4. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which would not expire or was not determinable within one year without payment of compensation, other than statutory compensation.

**5. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors had any business or interest that competes or may compete with the business of the Group and had any other conflict of interest with the Group.

**6. DIRECTORS' INTEREST IN ASSETS, CONTRACTS AND ARRANGEMENT OF THE GROUP**

As at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group. As at the Latest Practicable Date, save as disclosed in this circular, none of the Directors had any interest, directly or indirectly, in any assets which have been, since 31 March 2020 (being the date to which the latest published audited consolidated accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

**7. MATERIAL CONTRACTS**

The following contracts (not being contracts in the ordinary course of business) of the Group have been entered into by the members of the Group during the period commencing two years preceding the date of this circular and are or may be material:

- (i) the agreement dated 3 April 2019 entered into between the Profit Hunting Development Limited as the purchaser and an individual third party as vendor in relation to the acquisition of the entire issued share capital of the Target Company and the assignment of the shareholder's loan involving the issue of consideration shares under general mandate at the total consideration of HK\$20,000,000 (as supplemented by the second supplemental agreements dated 12 June 2019); and
- (ii) the Agreement.

**8. EXPERTS AND CONSENTS**

The following are the qualifications of the experts who have given their opinions, letters or advice contained in this circular:

| <b>Name</b>                      | <b>Qualifications</b>          |
|----------------------------------|--------------------------------|
| CHFT Advisory And Appraisal Ltd. | An independent property valuer |

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter, advice or report, as the case may be, and reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the above experts had any shareholding, directly or indirectly, in any member of the Group nor did they have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, none of the above experts had any direct or indirect interest in any assets which had been, since 31 March 2020 (the date to which the latest published audited financial statements of the Group were made up), acquired, or disposed of by or leased to, or were proposed to be acquired, disposed of by or leased to any member of the Group.

## 9. MISCELLANEOUS

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is located at Room 2303, 23/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong.
- (c) The branch share register and transfer office of the Company in Hong Kong is Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The company secretary of the Company is Mr. Chan Hin Hang. Mr. Chan is a Certified Public Accountant in Australia. Mr. Chan has bachelor of Business Degree in Banking and Finance. Mr. Chan has extensive experience in auditing, financial management and accounting. Mr. Chan is currently an Independent Non-Executive Director of Huisheng International Holdings Limited (Stock Code: 1340) and China Demeter Financial Investments Limited (Stock Code: 8120). Mr. Chan was also an Independent Non-Executive Director of Millennium Pacific Group Holdings Limited (Stock Code: 8147) from July 2017 to July 2018.
- (e) The audit committee of the Company (the “**Audit Committee**”) was established on 4 November 2003, with written terms of reference in compliance with Rule 5.28 to 5.33 of the GEM Listing Rules. The terms of reference are available on the websites of the Stock Exchange and the Company. The Audit Committee comprises all independent non-executive Directors, namely Ms. Chiu Kam Hing, Kathy (“**Ms. Chiu**”), Mr. Lau Wai Leung, Alfred (“**Mr. Lau**”) and Mr. Au Siu Lun (“**Mr. Au**”). The Committee is chaired by Mr. Lau Wai Leung, Alfred. No member of the Audit Committee is a member of the former or existing auditor of the Company.

Mr. Lau has over 17 years of working experience in accounting, corporate finance, debt restructuring and private equity investment. Mr. Lau holds a bachelor degree of business administration from City University of Hong Kong. Mr. Lau is a member of American Institute of Certified Public Accountants and also is a Certified Public Accountant in Washington State, USA. Mr. Lau was an executive director of Risecomm Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1679).

Mr. Au holds a bachelor degree of finance from University of Hong Kong. Mr. Au has over 22 years of working experience in Finance, Information technology and strategic planning for enterprise. He is the Co-founder and Chairman of a FinTech company which is the member of the Financial Industry Regulatory Authority, located in California, US. Mr. Au did not hold any directorships in public listed companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Chiu has years of banking experience in Canada and the Asia Pacific Region. She was Senior Vice President at the Republic National Bank of New York for almost thirteen years and was responsible for the management and investment of third party client's funds. Ms. Chiu is an associate and a fellow of the Institute of Canadian Bankers. Ms. Chiu was appointed as a Justice of the Peace by the Hong Kong Government in 1992 and as Cavaliere by the Italian Government in 1999 and she is Montblanc Outstanding Business Lady of the year 2002 in Hong Kong. Ms. Chiu is the chairman of Prime Investments Group Limited. She is also an Independent Non-Executive Director of CPM Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1932) and China Resources Medical Holdings Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1515). Ms. Chiu is licensed to carry out asset management business under Type 9 regulated activity under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

- (f) The English text of this circular and the accompanying form of proxy shall prevail over the respective Chinese text in the case of inconsistency.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the head office and principal place of business of the Company in Hong Kong at room 2303, 23/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong, and on the websites of the Company (<http://www.sst-holding.com/>), from the date of this circular up to and including the date of the EGM:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Group for the three years ended 31 March 2018, 2019 and 2020;
- (c) the letter from the Board, the text of which is set out on pages 3 to 12 of this circular;
- (d) the material contracts referred to in the section headed “Material Contracts” to this appendix;
- (e) the valuation report on the Property, the text of which is set out in Appendix II to this circular;
- (f) the written consent referred to in the section headed “Experts and Consents” in this appendix; and
- (g) this circular.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### 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 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

\* For identification purpose only



---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

(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 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

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

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.*