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SA SA INTERNATIONAL HOLDINGS LIMITED

莎莎國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 178)

Poll Results of the Annual General Meeting, Retirement of Director, Appointment of Directors, and Changes in the Composition of Board Committees

The Board is pleased to announce that all the resolutions set out in the notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on Monday, 2 September 2019.

With effect from the conclusion of AGM held on 2 September 2019:

- (a) Ms TAM Wai Chu Maria retired as an independent non-executive director of the Company and ceased to be Chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee of the Company;
- (b) Ms KWOK Sze Wai Melody has been appointed as an executive director and member of the Executive Committee of the Company;
- (c) Mr CHAN Hiu Fung Nicholas has been appointed as an independent non-executive director, member of the Audit Committee and member of the Remuneration Committee of the Company; and
- (d) Mr TAN Wee Seng has been appointed as Chairman of the Nomination Committee of the Company .

Poll results of the AGM held on 2 September 2019

Reference is made to the circular dated 22 July 2019 (the “**Circular**”) issued by Sa Sa International Holdings Limited (the “**Company**”) in relation to, among other things, (i) the notice of AGM; (ii) re-election of directors; and (iii) general mandates to issue new shares and buy back shares. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that all resolutions proposed at the AGM, which were set out in the notice of AGM, were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued shares of the Company entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM was 3,095,602,403 shares. There was no restriction on Shareholders to cast votes on the proposed resolutions at the AGM.

Tricor Abacus Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions [#]		Number of votes (%)	
		For	Against
1	To receive and consider the audited consolidated financial statements, the report of the directors and the report of independent auditor for the year ended 31 March 2019.	2,307,716,087 (99.99%)	2,000 (0.01%)
2	To declare a final dividend of 9.0 HK cents per Share for the year ended 31 March 2019.	2,307,811,361 (99.99%)	2,000 (0.01%)
3(1)	To re-elect the following directors of the Company:		
	(a) Dr LOOK Guy as executive director; and	2,306,301,011 (99.94%)	1,496,350 (0.06%)
	(b) Mr TAN Wee Seng as independent non-executive director.	2,026,633,046 (87.82%)	281,164,315 (12.18%)
3(2)	To authorise the board of directors to fix their remuneration.	2,307,739,785 (99.99%)	4,054 (0.01%)
4	To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix its remuneration.	2,306,830,502 (99.96%)	982,859 (0.04%)
5(1)	To grant a general mandate to the directors to issue additional Shares.	2,021,297,610 (87.59%)	286,488,229 (12.41%)
5(2)	To grant a general mandate to the directors to buy back Shares.	2,307,780,839 (99.99%)	2,000 (0.01%)
5(3)	To add the total number of Shares which are bought back or otherwise acquired under the general mandate granted to the Directors pursuant to ordinary resolution no. 5(2) to the total number of Shares which may be issued under the general mandate in ordinary resolution no. 5(1).	2,033,547,327 (88.12%)	274,246,034 (11.88%)

[#] The full text of the resolutions referred to above are set out in the notice of AGM.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

Retirement of Director

The Board announces that Ms TAM Wai Chu Maria retired as an independent non-executive director of the Company after the conclusion of the AGM. Following her retirement, with effect from the conclusion of the AGM, Ms Tam has ceased to be Chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee of the Company.

Ms Tam has confirmed that she has no disagreement with the Board and that there are no other matters relating to her retirement that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Ms Tam for her valuable contributions to both the Board and the Company during her 15 years of service as independent non-executive director and offers its best wishes to her.

Appointment of Directors

The Board is pleased to announce that Ms KWOK Sze Wai Melody has been appointed as an executive director and member of the Executive Committee of the Company, and Mr CHAN Hiu Fung Nicholas has been appointed as an independent non-executive director, member of the Audit Committee and member of the Remuneration Committee of the Company with effect from the conclusion of AGM held on 2 September 2019.

The respective biographies of Ms Kwok and Mr Chan are set out below.

(i) Ms KWOK Sze Wai Melody

Ms Kwok, aged 41, joined the Group in 2005 as management trainee and have held various positions within the Group over the years. She was promoted to Vice President, Corporate Strategy & Development in April 2018, with oversight over business development strategy, marketing, brand management and product development.

Ms Kwok is a member of the Guangzhou Committee of the Chinese People's Political Consultative Conference. With extensive experience in cosmetic retailing, she has been President of the Cosmetic & Perfumery Association of Hong Kong since 2017, diligently promoting solidarity and safeguarding the interests of the Hong Kong cosmetic industry. She is also an executive director of the Hong Kong Federation of Guangzhou Associations (since 2015), Council Member of the Council of Guangzhou Overseas Friendship-Liaison Association (since 2013), Honorary Advisor of the Hong Kong Island Women's Association (since 2018), Founding Honorary Advisor of the Hong Kong O2O E-commerce Federation (since 2017), Council Member of the Hong Kong Health Food Association (2016-2019), and Honorary President of International Beauty Professionals Validation Association (2014-2020).

Actively involved in community service and philanthropic activities, Ms Kwok has been President of the Southern District Association since 2010 and Honorary Vice-President of the Hong Kong Girl Guides Association since 2013. She also supported the establishment of Sa Sa's first charity foundation "Sa Sa Making Life Beautiful Charity Fund" and acts as its Vice-chairman, working closely with numerous influential non-profit organisations. In 2019, Ms Kwok was named "CMO Marketer of the Year" by Hong Kong Institute of Marketing (HKIM), in recognition of her outstanding achievement and contribution in

marketing strategy development. She was awarded the “Golden Bauhinia Women Entrepreneur Award” by the Golden Bauhinia Women Entrepreneur Association in 2016 and “Junior Chamber International City Lady Award” in 2014, in recognition of her contribution to society as well as art and culture.

Ms Kwok graduated from RMIT University, Australia, in 2002 with a Bachelor of Business degree. She obtained a Master’s degree in International Business from Monash University, Australia, in 2004. She was conferred an Honorary Fellowship by the Professional Validation Centre of Hong Kong Business Sector in 2019.

Save as aforesaid, Ms Kwok does not hold any other position within the Group and does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and she does not have any other major appointments or professional qualifications.

There is no service contract between Ms Kwok and the Company. She is not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation at least once every three years. In accordance with Article 99 of the articles of association of the Company, Ms Kwok will hold office until the Company’s next annual general meeting following her appointment, and she will be eligible for re-election by shareholders of the Company at the meeting. Her annual salary is HK\$904,800, determined by the Board following recommendation by the Remuneration Committee with reference to her qualifications, experience, responsibilities and prevailing market conditions. In addition, Ms Kwok may be paid a year-end bonus or other discretionary variable remuneration, and may be granted options to subscribe for the Company’s shares or awarded shares under the Company’s Share Option Scheme or Share Award Scheme, based on her performance and such other factors as the Company considers relevant.

Ms Kwok is the daughter of Dr KWOK Siu Ming Simon (Chairman and CEO of the Company) and Dr KWOK LAW Kwai Chun Eleanor (Vice-chairman and executive director of the Company), and the niece of Mr LAW Kin Ming Peter (Senior Vice President of Category Management and Product Development of the Company) and Mr YUNG Leung Wai Tony (Senior Vice President of e-Commerce of the Company). Save as disclosed above, she does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms Kwok has personal interest of 80,000 shares of the Company, family interest of 6,000 shares of the Company, an outstanding option granted on 29 June 2012 to subscribe for 70,000 shares of the Company at the exercise price HK\$4.85 and another outstanding option granted on 21 June 2013 to subscribe for 50,000 shares of the Company at the exercise price HK\$8.07, and 30,000 outstanding awarded shares granted on 21 June 2019. Save as aforesaid, Ms Kwok does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as aforesaid, the Company is not aware of any other matters relating to the appointment of Ms Kwok that need to be brought to the attention of the shareholders nor information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

(ii) Mr CHAN Hiu Fung Nicholas, MH

Mr Chan, aged 45, is a partner of an international law firm Squire Patton Boggs. He graduated from the University of Melbourne, Australia, in 1997 with a Bachelor of Laws degree and a Bachelor of Science (Computer Science) degree, and has been a solicitor in Hong Kong since May 1999. He was also admitted to the roll of solicitors in the following jurisdictions (but now non-practising): Australia Capital Territory (June 1997), State of Victoria in Australia (October 2000), and England and Wales (October 2007). He is also a China Appointed Attesting Officer.

Mr Chan is a member of the 13th National People's Congress of the People's Republic of China (April 2019 - around March 2023), and a chairman, adjudicator or panel member of a number of appeal boards or advisory committee in the Hong Kong Special Administrative Region, including: member of the Advisory Committee on Promotion of Arbitration (August 2018 - March 2021), member of the Innovation and Technology Commission "Innovation and Technology Venture Fund" Advisory Committee (June 2017 - June 2021), member of the Legal Aid Services Council (September 2018 - August 2020), Chairman of the Appeal Tribunal Panel (Buildings) (December 2012 - December 2019), substantive member of the Human Organ Transplant Board (February 2018 - February 2021), and adjudicator of the Immigration Tribunal (October 2013 - October 2019).

Mr Chan is currently Vice-Chairman of the InnoTech Committee of The Law Society of Hong Kong, Chairman of eBRAM International Online Dispute Resolution Centre Limited (since 2018), Council Member of Fu Hong Society (since November 2018), Council Member of The Hong Kong University of Science and Technology (since April 2016), member of the PCLL Academic Board of The University of Hong Kong, member of the PCLL Academic Board of the City University of Hong Kong, member of The Hong Kong Polytechnic University Entrepreneurial Programmes Management Committee, Hospital Governing Committee Member of Castle Peak Hospital and Siu Lam Hospital, Independent Member of the Travel Industry Council of Hong Kong Appeal Board, and member of the Hong Kong Athletes Career and Education Programme Committee, Sports Federation & Olympic Committee of Hong Kong, China.

Mr Chan is also the Honorary Legal Advisor of some charities and trade associations including the Hong Kong Association of Interactive Marketing (HKAIM), Hong Kong Creative Industries Association (HKCIA), e-Learning Consortium, Hong Kong General Chamber of Cross-border E-Commerce (HKGCCCE), Hong Kong Information Technology Federation (HKITF), Hong Kong Internet Service Providers Association (HKISPA), Hong Kong O2O E-Commerce Federation, and International Federation of Creativity and Technology (IFOCAT).

Mr Chan was a Council member of The Law Society of Hong Kong (December 2014 - 30 May 2019), member of HKSAR Passports Appeal Board (October 2011 - October 2017) and member of Solicitors Disciplinary Tribunal Panel in the Hong Kong Special Administrative Region (September 2010 - September 2016).

Save as aforesaid, Mr Chan does not hold any other position within the Group and does not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications.

Mr Chan's appointment is governed by a formal letter of appointment but there is no service contract between Mr Chan and the Company. In accordance with Article 99 of the articles of association of the Company, Mr Chan will hold office until the Company's next annual general meeting following his appointment, and he will be eligible for re-election by shareholders of the Company at the meeting. Subject to re-election by shareholders of the Company, Mr Chan will then be appointed for a term of three years and is subject to retirement by rotation at least once every three years. He will be paid a director's fee of HK\$257,400 per annum, plus an additional annual fee of HK\$80,000 for his role as member of the Audit Committee, which is determined by the Board following recommendation by the Remuneration Committee with reference to the fees currently payable to the other independent non-executive directors of the Company.

As at the date of this announcement, Mr Chan does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr Chan confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr Chan is a technology lawyer holding both a Bachelor of Laws degree and a Bachelor of Science (Computer Science) degree. Both the Nomination Committee and the Board are satisfied that his background and his age bring greater diversity to the Board, and that his experience in law, technology, public and community services would enable him to provide insightful perspectives and contribution to the Board, and complement the skill mix of the Board.

Save as aforesaid, the Company is not aware of any other matters relating to the appointment of Mr Chan that need to be brought to the attention of the shareholders nor information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The Board would like to extend its warm welcome to Ms Kwok and Mr Chan on their appointments.

Changes in the Composition of Board Committees

The Board further announces the following changes in the composition of the following Board Committees of the Company with effect from the conclusion of the AGM held on 2 September 2019:

- (a) Ms TAM Wai Chu Maria has ceased to be Chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee of the Company;
- (b) Mr TAN Wee Seng has been appointed as Chairman of the Nomination Committee of the Company, for a term same as his term as independent non-executive director;

- (c) Ms KWOK Sze Wai Melody has been appointed as member of the Executive Committee of the Company; and
- (d) Mr CHAN Hiu Fung Nicholas has been appointed as member of the Audit Committee and member of the Remuneration Committee of the Company.

By Order of the Board
Sa Sa International Holdings Limited
KWOK Siu Ming Simon
Chairman and Chief Executive Officer

Hong Kong, 2 September 2019

As at the date of this announcement, the directors of the Company are:

Executive Directors

Dr KWOK Siu Ming Simon, *SBS, JP* (Chairman and Chief Executive Officer)
Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP* (Vice-chairman)
Dr LOOK Guy (Chief Financial Officer)
Ms KWOK Sze Wai Melody

Non-executive Director

Ms LEE Yun Chun Marie-Christine

Independent non-executive Directors

Ms KI Man Fung Leonie, *GBS, SBS, JP*
Mr TAN Wee Seng
Mr CHAN Hiu Fung Nicholas, *MH*