
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Sa Sa International Holdings Limited** (“Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

No Shareholder receiving a copy of this circular or the Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for new Shares unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. **It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdiction including any applicable procedures or any other similar formalities.**

In particular, this circular does not constitute an offer to sell or the solicitation of an offer to buy any of the Shares in the United States. The Shares may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. No public offer of the Shares is to be made in the United States.

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.



SA SA INTERNATIONAL HOLDINGS LIMITED

莎莎國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 178)

**INTERIM DIVIDEND
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018
WITH SCRIP ALTERNATIVE**

17 December 2018

IMPORTANT NOTICE

THIS NOTICE AND THE DOCUMENTS COMPRISED IN IT (THE “OFFER NOTICE”) ARE NOT FOR DISTRIBUTION INTO THE UNITED STATES EXCEPT TO PERSONS WHO ARE “QUALIFIED INSTITUTIONAL BUYERS” AS DEFINED UNDER RULE 144A OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), INSTITUTIONAL “ACCREDITED INVESTORS” AS DEFINED IN RULE 501(a)(1), (2), (3) or (7) UNDER THE SECURITIES ACT, OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN TRANSACTIONS NOT SUBJECT TO, REGISTRATION UNDER THE SECURITIES ACT.

THE OFFERED SECURITIES OFFERED PURSUANT TO THIS OFFER NOTICE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

THE OFFERED SECURITIES OFFERED PURSUANT TO THIS OFFER NOTICE HAVE NOT BEEN APPROVED OR RECOMMENDED BY ANY U.S. FEDERAL, STATE OR FOREIGN JURISDICTION OR REGULATORY AUTHORITY. FURTHERMORE, THOSE AUTHORITIES HAVE NOT BEEN REQUESTED TO CONFIRM THE ACCURACY OR ADEQUACY OF THIS OFFER NOTICE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE. NONE OF THE OFFERED SECURITIES WILL BE REGISTERED UNDER THE SECURITIES ACT, OR ANY STATE OR FOREIGN SECURITIES LAWS. ACCORDINGLY, THE OFFERED SECURITIES WILL BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND OTHER APPLICABLE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. YOU SHOULD BE AWARE THAT YOU MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

ALSO, THIS DOCUMENT HAS BEEN PREPARED FOR THE PURPOSE OF COMPLIANCE WITH HONG KONG REGULATORY REQUIREMENTS. IT IS NOT A DISCLOSURE DOCUMENT FOR THE PURPOSES OF AUSTRALIAN LAW, AND MAY NOT CONTAIN ALL THE INFORMATION REQUIRED TO BE CONTAINED IN DISCLOSURE DOCUMENTS UNDER THE LAWS OF AUSTRALIA. THE COMPANY IS A FOREIGN COMPANY FOR THE PURPOSES OF AUSTRALIAN LAW, AND IS NOT SUBJECT TO THE CONTINUOUS DISCLOSURE REQUIREMENTS UNDER AUSTRALIAN LAW. THE COMPANY HAS NOT CONSIDERED WHETHER OR NOT THE OFFER OF THE NEW SHARES COMPLIES WITH AUSTRALIAN LAW. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFER, AND IF YOU ARE IN DOUBT ABOUT ANY OF THE CONTENTS OF THIS DOCUMENT, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

FURTHER, THE RECEIPT OF THE CASH DIVIDEND OR ELECTION TO RECEIVE THE SCRIP DIVIDEND MAY HAVE TAX IMPLICATIONS FOR SHAREHOLDERS WHO ARE RESIDENT IN THE UNITED KINGDOM AND YOU ARE THEREFORE ADVISED TO OBTAIN APPROPRIATE ADVICE FROM YOUR PROFESSIONAL ADVISORS IN THIS REGARD BEFORE TAKING ANY ACTION.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Board”	the board of directors of the Company;
“Branch Share Registrar and Transfer Office”	Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“Closing Time”	the closing time for the return of the completed Election Form to the Branch Share Registrar and Transfer Office, being 4:30 p.m. on Friday, 4 January 2019;
“Company”	Sa Sa International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“Election Form”	the election form for use by Shareholders who wish to receive the Interim Dividend wholly or partly in New Shares instead of cash;
“HK\$” and “HK cents”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Interim Dividend”	the interim dividend of 7.0 HK cents per Share for the six months ended 30 September 2018 payable to Shareholders whose names appear on the Company’s register of members on the Record Date;
“New Share(s)”	new fully paid Share(s) to be issued under the Scrip Dividend Scheme;
“Record Date”	Friday, 7 December 2018, being the date for determining Shareholders’ respective entitlements to the Interim Dividend;
“Scrip Dividend Scheme”	the scheme under which eligible Shareholders may elect to receive the Interim Dividend wholly or partly by the allotment of New Shares instead of cash;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company, or if there has been a subdivision, consolidation, reduction, reclassification of or reconstruction of or any other alteration to the share capital of the Company, shares forming part of the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“United States”	United States of America or any of its territories or possessions.

TIMETABLE OF EVENTS

A timetable summarising the events in relation to the Interim Dividend is set out below:

Event	Date
Last date cum-Dividend	Monday, 3 December 2018
Ex-Dividend date	Tuesday, 4 December 2018
Latest time by which transfers were accepted for registration for entitlement to the Interim Dividend	4:30 p.m. on Wednesday, 5 December 2018
Closure of the Company's register of members for the purpose of determining Shareholders' respective entitlements to the Interim Dividend	Thursday, 6 December 2018 to Friday, 7 December 2018 (both dates inclusive)
Record Date	Friday, 7 December 2018
Closing Time <i>(Note 1)</i>	4:30 p.m. on Friday, 4 January 2019
Despatch of dividend warrants and/or definitive certificates for New Shares	Wednesday, 23 January 2019
Expected first day of dealings in New Shares	Thursday, 24 January 2019 (subject to the receipt of definitive certificates for New Shares by the relevant Shareholders)

Notes:

- (1) If a typhoon signal no. 8 or above, or a "black" rainstorm warning is in force at or at any time prior to 4:30 p.m. on Friday, 4 January 2019, the closing time for returning the Election Form will be extended. Further information is set out in this circular.
- (2) References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



SA SA INTERNATIONAL HOLDINGS LIMITED

莎莎國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 178)

Executive Directors:

Dr KWOK Siu Ming Simon, *SBS, JP*

(Chairman and Chief Executive Officer)

Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP*

(Vice-chair)

Dr LOOK Guy *(Chief Financial Officer)*

Non-executive Director:

Ms LEE Yun Chun Marie-Christine

Independent Non-executive Directors:

Ms TAM Wai Chu Maria, *GBM, GBS, JP*

Ms KI Man Fung Leonie, *GBS, SBS, JP*

Mr TAN Wee Seng

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

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

8th Floor, Block B

MP Industrial Centre

18 Ka Yip Street

Chai Wan

Hong Kong

17 December 2018

Dear Shareholders,

INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 WITH SCRIP ALTERNATIVE

INTRODUCTION

On 21 November 2018, the Board declared the Interim Dividend of 7.0 HK cents per Share for the six months ended 30 September 2018 payable in cash with an option to elect payment of the Interim Dividend wholly or partly by allotment of New Shares credited as fully paid up, payable to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date. The register of members of the Company was closed from Thursday, 6 December 2018 to Friday, 7 December 2018, during which period no transfer of Shares was effected. The latest time by which transfers were accepted for registration for entitlement to the Interim Dividend was 4:30 p.m. on Wednesday, 5 December 2018.

LETTER FROM THE BOARD

The purpose of this circular is to set out the procedures and conditions which apply in relation to the Scrip Dividend Scheme and the actions which should be taken by the Shareholders in relation thereto.

PARTICULARS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, each Shareholder whose name appears on the register of members as at the close of business on the Record Date shall have the following choices of receiving the Interim Dividend of 7.0 HK cents per Share:

- (a) in cash per Share; or
- (b) by an allotment of New Shares in lieu of cash at an issue price of HK\$3.00 per New Share (as determined below), save for adjustment for fractions; or
- (c) partly in cash and partly in New Shares.

For the purpose of calculating the number of New Shares to be allotted on a pro-rata basis to Shareholders pursuant to the Scrip Dividend Scheme, the market value of each New Share means the average value of the closing prices of one Share on the Stock Exchange for the five consecutive trading days up to and including the Record Date which is HK\$3.16 less a discount of five per cent, being HK\$3.00. **The last day on which Shareholders will be entitled to make their choices of the above alternatives is Friday, 4 January 2019.**

Accordingly, the number of New Shares which Shareholders will receive under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{rcl} \text{Number of} & & \text{Number of existing} & & \text{7.0 HK cents} \\ \text{New Shares to be} & & \text{Shares held on the} & & \text{(Interim Dividend} \\ \text{received (rounded} & = & \text{Record Date for which} & \times & \text{per Share)} \\ \text{down to the nearest} & & \text{cash election is not} & & \\ \text{whole number)} & & \text{made} & & \text{HK\$3.16} \times \frac{95}{100} \end{array}$$

The New Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing issued Shares except that such New Shares themselves will not rank for the Interim Dividend, and will rank in full for all future dividends and distributions which may be declared, made or paid. No Shareholder will be entitled to be issued any fraction of a Share under the Scrip Dividend Scheme. Fractional entitlements to Shares will be disregarded and the benefit thereof will accrue to the Company.

LETTER FROM THE BOARD

ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will enable Shareholders to increase their investment in the Company without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to the extent that such cash as would otherwise have been paid to the Shareholders who elect to receive the Interim Dividend in scrip, in whole or in part in lieu of a cash dividend, will be retained for use by the Company as working capital or to fund new investments. To facilitate Shareholders' reinvestment of their Interim Dividend into the Company's Shares, the Board has resolved to offer a five per cent discount on the subscription price for eligible Shareholders who elect to receive the Interim Dividend in scrip.

ELECTION OF THE SCRIP DIVIDEND SCHEME

If all registered Shareholders as at the Record Date elected to receive all their entitlement to the Interim Dividend in the form of New Shares, the Company will issue approximately 72,151,197 New Shares, representing an increase of approximately 2.33% of the number of Shares in issue as at Monday, 10 December 2018 being the latest practicable date prior to the printing of this circular. If elections to receive the Interim Dividend in cash were received in respect of all the existing Shares registered as at the Record Date, the total cash dividend payable by the Company would be approximately HK\$216,453,594.

Shareholders should note that subscription for New Shares to be issued under the Scrip Dividend Scheme may give rise to notification requirements under the SFO for those Shareholders who may have notifiable interests (as defined under the SFO) in the Company. Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice.

ELECTION FORM

Enclosed is the Election Form. **No action is required if you wish the Interim Dividend to which you are entitled to be wholly satisfied in cash. Otherwise, if you wish to receive such Interim Dividend wholly in New Shares in lieu of cash, or partly in New Shares with the balance satisfied in cash, you must complete the enclosed Election Form in accordance with the instructions printed thereon and lodge it with the Branch Share Registrar and Transfer Office, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than the Closing Time.**

The Closing Time will be extended, as the case may be, in accordance with (a) or (b) below if there is a typhoon signal no. 8 or above, or a "black" rainstorm warning (either one of the warnings is referred to as the "**Warning**"):

- (a) in force in Hong Kong at any time before 12:00 noon and no longer in force after 12:00 noon on Friday, 4 January 2019. In such a case, the closing time for the return of the Election Form will be extended to 5:00 p.m. on Friday, 4 January 2019; or

LETTER FROM THE BOARD

- (b) in force in Hong Kong at any time between 12:00 noon and 4:30 p.m. on Friday, 4 January 2019. In such a case, the closing time for the return of the Election Form will be extended to 4:30 p.m. on the next business day where no Warning is in force at any time between 9:00 a.m. and 4:30 p.m.

If you have signed the Election Form but do not specify the number of Shares in respect of which you wish to receive the Interim Dividend by way of allotment of New Shares or, if you elect to receive New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, then in either case you will be deemed to have exercised your election to receive New Shares in lieu of cash dividend in respect of all the Shares registered in your name(s). No acknowledgement of receipt of the Election Form will be issued.

If the Branch Share Registrar and Transfer Office does not receive your completed and signed Election Form by the Closing Time, you will receive the whole of your Interim Dividend in cash.

SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

This circular and Election Form will not be registered in Hong Kong or any other jurisdiction. The Shares have not been registered under the applicable securities legislation of any jurisdiction other than Hong Kong. All Shareholders resident outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive New Shares in satisfaction of the Interim Dividend. No Shareholder receiving a copy of this circular and/or a Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities.

As at Friday, 7 December 2018, according to the Company's register of members, there were ten overseas Shareholders residing in seven jurisdictions, namely Australia, Canada, Japan, Macau, the Netherlands, United Kingdom and the United States of America, who together held an aggregate of 54,148 Shares.

The Company has made enquiries with legal advisers where its overseas Shareholders are based regarding legal restrictions and regulatory requirements on participation of Shareholders resident outside Hong Kong in the Scrip Dividend Scheme as required by Rule 13.36(2) of the Rules Governing the Listing of Securities on the Stock Exchange. Since registration or filing or other procedures will need to be carried out to comply with the relevant securities legislation of Japan ("**Excluded Jurisdiction**") and/or the costs of complying with the requirements in the Excluded Jurisdiction will exceed materially any potential benefit to the Company of doing so, the Board considers that it

LETTER FROM THE BOARD

would be necessary and expedient to exclude Shareholders with registered addresses in the Excluded Jurisdiction (“**Excluded Shareholders**”) from the Scrip Dividend Scheme as it would be impractical to comply with such procedures in this country given the small Shareholder base. Accordingly, the Election Form will not be sent to the Excluded Shareholders and they will only receive this circular for information. Excluded Shareholders will receive their Interim Dividend wholly in cash.

The Company has also been advised that Shareholders with registered addresses in the province of Ontario, Canada may be lawfully allowed to participate in the Scrip Dividend Scheme without registration and/or formalities under Canadian securities laws. However, unless certain conditions are satisfied, securities obtained by way of scrip dividend can only be traded under a prospectus or in accordance with exemptions from prospectus and registration requirements under Canadian securities laws. Shareholders are advised to consult their own Canadian legal advice with regard to the relevant legal requirements prior to trading in the New Shares obtained pursuant to the Scrip Dividend Scheme. The Company is not aware that it has any Shareholders in Canada with registered addresses outside the province of Ontario.

For the avoidance of doubt, the New Shares are not offered to the public (other than the Shareholders) and the Election Forms are non-transferable. Notwithstanding the legal advice taken by the Company, it is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdiction including procedures or any other similar formalities. It is also the responsibility of any Shareholder outside Hong Kong who receive New Shares in lieu of the cash dividend to also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

CONDITIONS

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares.

LISTING AND DEALINGS

Shares issued by the Company have been admitted as eligible securities for deposit and settlement in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited. Dealings in the Shares may be settled through the Central Clearing and Settlement System. Investors should seek the advice of their stockbrokers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed and dealt in on the Stock Exchange. No equity or debt securities of the Company are listed or dealt in or for which listing or permission to deal in is being or is proposed to be sought in any other stock exchanges.

LETTER FROM THE BOARD

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the New Shares to be issued pursuant to the Scrip Dividend Scheme. Subject to the approval being granted by the Listing Committee of the Stock Exchange, the New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System. It is expected that share certificates in respect of such New Shares and/or dividend warrants in respect of the Interim Dividend payable in cash will be posted at the risk of those entitled thereto on Wednesday, 23 January 2019 and dealings in such Shares will commence on Thursday, 24 January 2019. In the unlikely event that the New Shares are not admitted to listing by the Stock Exchange before Wednesday, 23 January 2019, the Election Forms will be disregarded and the Interim Dividend will be paid wholly in cash to the entitled Shareholders according to their registered shareholdings.

RECOMMENDATION AND ADVICE

New Shares issued to a Shareholder pursuant to an election to receive some or all of their Interim Dividend in New Shares may be allocated in odd lots. No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

It is the Shareholders' responsibility to decide in this regard whether or not to exercise their rights to receive New Shares in lieu of cash. Whether or not it is to the Shareholders' advantages to receive cash or New Shares, in whole or in part, depends upon their own individual circumstances. The effect on the tax position of any Shareholder will depend on that Shareholder's particular circumstances. **If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered/licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.** Shareholders who are trustees are recommended to take professional advice as to whether the choice to receive cash or New Shares, in whole or in part, is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

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