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HIN SANG GROUP (INTERNATIONAL) HOLDING CO. LTD.

衍生集團(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6893)

APPOINTMENT OF EXECUTIVE DIRECTOR AND GRANT OF SHARE OPTIONS

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that the Board has resolved on 28 April 2015 to appoint Mr. Mok Tsan San as an executive director with effect from 1 May 2015.

GRANT OF SHARE OPTIONS

The Board is also pleased to announce that Options to subscribe for a total of 10,400,000 Shares were granted on 28 April 2015 to certain eligible participants under the share option scheme adopted by the Company on 25 September 2014.

APPOINTMENT OF EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Hin Sang Group (International) Holding Co. Ltd. (the “**Company**”) is pleased to announce that the Board has resolved on 28 April 2015 to appoint Mr. Mok Tsan San (“**Mr. Mok**”) as an executive director of the Company with effect from 1 May 2015.

Mr. Mok, aged 44, is the managing director of Capital Union Investments Limited, a direct investment firm with a portfolio in the People’s Republic of China and overseas. Mr. Mok is currently an executive director of Chinese Food and Beverage Group Limited (stock code: 8272) and Chinese Strategic Holdings Limited (stock code: 8089), the shares of which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) respectively. He is also a non-executive director of Newtree Group

Holdings Limited (stock code: 1323) and Casablanca Group Limited (stock code: 2223), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Mok has over 12 years of solid experiences in fund raising and investment syndication in a number of ventures. He has helped, funded, and/or personally invested in and advised in a number of other Silicon Valley companies, including but not limited to Facebook Inc. and Proteus Digital Health. Mr. Mok began his career in Babtie Asia Limited (now named as Jacobs Engineering Group Inc.), an international civil engineering consulting firm as an engineer. He holds a Bachelor of Science degree in Civil Engineering from Ohio State University.

Mr. Mok has entered into a service contract with the Company, his appointment is for a term of 3 years from 1 May 2015 subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Mr. Mok is entitled to a remuneration of HK\$1,000,000 per annum and share options of the Company, which was determined by the Board with reference to his experience and duties and responsibilities with the Company.

As at the date of this announcement, Mr. Mok does not have any interest within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) in any shares, underlying shares or debentures of the Company and/or its associated corporation.

Mr. Mok has confirmed that there is no information which should be disclosed under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders of the Company in connection with his appointment.

The Board would like to take this opportunity to welcome Mr. Mok for joining the Board.

GRANT OF SHARE OPTIONS

Pursuant to Rule 17.06A of the Listing Rules, the Board hereby announces that on 28 April 2015 (the “**Date of Grant**”), the Company granted to 5 eligible participants (the “**Grantees**”), subject to acceptance by the Grantees, share options (the “**Option(s)**”) to subscribe for a total of 10,400,000 ordinary shares (the “**Share(s)**”) with a par value of HK\$0.10 each in the share capital of the Company under the share option scheme adopted by the Company on 25 September 2014.

Each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option at an exercise price of HK\$1.46 per Share, which represents the highest of (i) the closing price of HK\$1.46 per Share as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$1.446 per Share as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share, which is HK\$0.10.

Details of the Options granted are as follows:

Date of Grant:

28 April 2015

Exercise price of Options granted:

HK\$1.46 per Share

Number of Shares in respect of which Options were granted:

10,400,000 Shares

Closing price of the Shares on the Date of Grant:

HK\$1.46 per Share

Grantee:

Out of the 5 Grantees, 3 of them are directors of the Company. Particulars of the grant of Options to such directors are as follows:

Name of Grantee	Capacity in the Company	Number of Options granted
Mr. Pang Siu Hin	executive director and substantial shareholder	750,000
Ms. Kwan Lai Man	executive director and substantial shareholder	750,000
Mr. Mok Tsan San	executive director	<u>8,000,000</u>
Total		<u>9,500,000</u>

Pursuant to the offer letter issued by the Company to Mr. Mok, the vesting and exercise of the 8,000,000 Options by Mr. Mok shall be subject to and conditional upon the appointment of Mr. Mok as an executive director of the Company taking effect on 1 May 2015.

Validity period of Options:

10 years from the Date of Grant

Vesting period of the Options:

In respect of Mr. Mok, (a) not more than 37.5% of his Options will be vested on 28 April 2016; (b) not more than 37.5% of his Options will be vested on 28 April 2017; and (c) not more than 25% of his Options will be vested on 28 April 2018.

In respect of the other Grantees (including Mr. Pang Siu Hin and Ms. Kwan Lai Man), (a) not more than 30% of their respective Options will be vested on 28 April 2016; (b) not more than 30% of their respective Options will be vested on 28 April 2017; and (c) not more than 40% of their respective Options will be vested on 28 April 2018.

Save as disclosed in this announcement, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules). The grant of Options has been approved by the independent non-executive directors of the Company.

By order of the Board

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

Hong Kong, 28 April 2015

As at the date of this announcement, the executive directors are Mr. Pang Siu Hin and Ms. Kwan Lai Man, the non-executive director is Ms. Wong Wai Ling, and the independent non-executive directors are Mr. Lee Luk Shiu, Dr. Tang Sing Hing, Kenny and Mr. Tsui Nam Hung.