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If you are in any doubt as to any aspect of this circular, 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 Hin Sang Group (International) Holding Co. Ltd., you should at once hand this circular and the accompanying form of proxy 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.

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HS

衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6893)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
PROPOSED FINAL DIVIDEND
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Hin Sang Group (International) Holding Co. Ltd. to be held at Function Rooms 4-8, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 9 September 2016 at 10 a.m. is set out on pages 15 to 19 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the annual general meeting or any adjournment thereof should you so wish.

19 July 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Function Rooms 4-8, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 9 September 2016 at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company, adopted on 25 September 2014, and as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Hin Sang Group (International) Holding Co. Ltd., a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 6893)
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Non-executive Director(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	14 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	16 October 2014, being the date on which dealings of the Shares of the Company on the main board of the Stock Exchange first commenced

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, adopted on 25 September 2014, and as amended from time to time
“Mr. Pang”	Pang Siu Hin (彭少衍), an Executive Director, the chairman and chief executive officer of the Company
“Mrs. Pang”	Kwan Lai Man (關麗雯), the spouse of Mr. Pang, an Executive Director
“Non-executive Director(s)”	the non-executive Director(s)
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Board to repurchase the Shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Board to (i) allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the relevant resolution at the AGM; and (ii) extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs

LETTER FROM THE BOARD

HS

衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6893)

Executive Directors:

Mr. Pang Siu Hin
Ms. Kwan Lai Man
Dr. Dong Meixian

Non-executive Director:

Ms. Wong Lai Ling
Mr. Yuen Chi Ping

Independent Non-executive Directors:

Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny
Mr. Tsui Nam Hung

Registered Office:

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarter, head office and principal
place of business in Hong Kong:*

Flat B, 12/F., Hi-Tech Centre
11 Wang Yip Street West
Yuen Long
New Territories
Hong Kong

19 July 2016

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
PROPOSED FINAL DIVIDEND
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding (i) the granting of the Repurchase Mandate and the Share Issue Mandate; (ii) the payment of final dividend for the year ended 31 March 2016; and (iii) the re-election of Directors; and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

A notice convening the AGM is set out on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

2. REPURCHASE MANDATE AND SHARE ISSUE MANDATE

Pursuant to the resolutions passed by the Shareholders on 10 September 2015, the Board was granted the general and unconditional mandates to issue, allot and repurchase Shares. Such general mandates will lapse upon the conclusion of the AGM. In order to ensure flexibility for the Board to issue, allot and repurchase Shares, ordinary resolutions will be proposed to seek for Shareholders' approval at the AGM to renew the Repurchase Mandate and to grant the Share Issue Mandate. Details of such ordinary resolutions are set out in ordinary resolutions numbered 6, 7 and 8 in the notice of the AGM. The Repurchase Mandate and the Share Issue Mandate, if approved at the AGM, will continue in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or (iii) the revocation or variation of the authority given to the Directors by ordinary resolution by the Shareholders in general meeting, whichever occurs first.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended a final dividend of HK\$0.01 per ordinary share for the year ended 31 March 2016 payable on or about Tuesday, 11 October 2016, subject to the Shareholders' approval at the AGM, to the Shareholders whose names appear on the Register of Members on Tuesday, 20 September 2016.

The Register of Members will be closed from Thursday, 15 September 2016 to Tuesday, 20 September 2016 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2016. The record date will be Tuesday, 20 September 2016. In order to qualify for the proposed final dividend for the year ended 31 March 2016, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 14 September 2016.

4. RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Articles, any Directors appointed by the Board as an additional Director shall hold office only until the following annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Each of Dr. Dong Meixian and Mr. Yuen Chi Ping shall hold office until the forthcoming annual general meeting, and being eligible, offer herself/himself for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Article 108(a) of the Articles, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant general meeting. Accordingly, Ms. Wong Wai Ling and Mr. Tsui Nam Hung shall retire by rotation at the AGM, and being eligible, will offer themselves for re-election.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement in this circular incorrect or misleading.

6. THE ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of the Repurchase Mandate and the Share Issue Mandate; (ii) the payment of final dividend for the year ended 31 March 2016; and (iii) the re-election of Dr. Dong Meixian, Ms. Wong Wai Ling, Mr. Yuen Chi Ping and Mr. Tsui Nam Hung as Directors.

LETTER FROM THE BOARD

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll, except where the chairman, 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. Results of the poll voting will be published on the Company's website at www.hinsangroup.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

7. RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions at the AGM, including but not limited to (i) the granting of the Repurchase Mandate and the Share Issue Mandate; (ii) the payment of final dividend for the year ended 31 March 2016; and (iii) the re-election of Dr. Dong Meixian, Ms. Wong Wai Ling, Mr. Yuen Chi Ping and Mr. Tsui Nam Hung as Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM. No shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM under the Listing Rules.

Yours faithfully,

For and on behalf of the board of

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required to be sent to all Shareholders under the Listing Rules, to provide the relevant information in connection with the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. EXERCISE OF THE REPURCHASE MANDATE

The Directors believe that the flexibility afforded by the mandate granted to them if the Repurchase Mandate is approved would be beneficial to the Company.

It is proposed that up to 10% of the issued and outstanding Shares as at the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 1,085,328,000 Shares were in issue and outstanding. Subject to the passing of the ordinary resolution set out in item 6 of the notice for the AGM and on the basis that no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Board would be authorised to repurchase up to 108,532,800 Shares during the period up to the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders at a general meeting of the Company.

3. REASONS FOR REPURCHASES

Repurchases of Shares will only be made if the Board is of the view that such a repurchase will benefit the Company and its Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

4. FUNDING OF REPURCHASES

Any exercise of the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital. Any repurchases will be made out of funds of the Company that are legally permitted to be utilised in this connection in accordance with the Company's Memorandum and Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

On the basis of the financial position of the Company as at 31 March 2016 (being the date of its latest published audited financial statements) and taking into account the current working capital position of the Company and the number of Shares now in issue, the Directors consider that there will unlikely be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full during the proposed repurchase period. The Directors confirm that no repurchase would be made to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

5. STATUS OF REPURCHASED SECURITIES

The Listing Rules provide that the listing of all repurchased securities is automatically cancelled and that the certificates for those securities must be cancelled and destroyed. The aggregate of the authorised share capital shall remain unchanged.

6. INTENTION TO SELL SHARES

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of the close associates (as defined in the Listing Rules) of the Directors, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Company's Memorandum and Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

9. TAKEOVERS CODE CONSEQUENCES

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares then in issue:

Name of Shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate shareholding percentage if the Repurchase Mandate is exercised in full
Genwealth Group Holding Company Limited (<i>Note 1</i>)	550,000,000	50.68%	56.31%
Mr. Pang Siu Hin (<i>Notes 1, 2 & 3</i>)	554,770,000	51.12%	56.79%
Ms. Kwan Lai Man (<i>Notes 1, 2 & 3</i>)	554,770,000	51.12%	56.79%
Fullshare Holdings Limited	250,000,000	23.03%	25.59%

Notes:

1. Genwealth is beneficially owned as to 90% by Mr. Pang Siu Hin and 10% by Ms. Kwan Lai Man. Accordingly, Mr. Pang Siu Hin is deemed to be interested in the 550,000,000 Shares held by Genwealth under the SFO.
2. 2,945,000 Shares were held by Mr. Pang Siu Hing. Mr. Pang Siu Hin, being the spouse of Ms. Kwan Lai Man, is deemed to be interested in all the Shares that Ms. Kwan Lai Man is interested in.
3. 1,825,000 Shares were held by Ms. Kwan Lai Man. Ms. Kwan Lai Man, being the spouse of Mr. Pang Siu Hin, is deemed to be interested in all the Shares that Mr. Pang Siu Hin is interested in.

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE MANDATE

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximate the respective percentages shown in the last column of the table above. Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole will result in less than the relevant prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding of less than such prescribed minimum percentage.

10. MARKET PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the following months since April 2015 and up to the Latest Practicable Date were as follows:

	Traded market price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	1.58	1.04
May	1.55	1.23
June	1.47	1.26
July	1.41	0.88
August	1.28	0.98
September	1.11	0.84
October	1.01	0.82
November	1.32	0.93
December	1.46	1.24
2016		
January	1.60	1.35
February	1.48	1.29
March	1.41	1.34
April	2.01	1.39
May	1.91	1.53
June	2.54	1.73
July (up to and including the Latest Practicable Date)	3.03	2.46

11. INTENTION OF CORE CONNECTED PERSON(S) TO SELL SHARES TO THE COMPANY

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make purchases of shares.

Biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

(1) DR. DONG MEIXIAN (“Dr. Dong”)

Dr. Dong Meixian (董美仙), aged 45, has more than 20 years of experience in the pharmaceutical and health industry. She obtained a bachelor’s degree from Beijing University of Chinese Medicine in July 1994, majoring in traditional Chinese medicine, and was awarded with a PhD in Integrated Traditional and Western Preclinical Medicine by Guangzhou University of Chinese Medicine in July 2006. She has served in the National Food and Drug Administration Southern Medicine Economic Research Institute and some of the Fortune 500 companies, and was responsible for the development of primary health products and technology market. She has worked in various senior positions in the technical departments among companies such as Amway, Procter & Gamble, Pepsi, leading product line layout and participating in making of strategic marketing decision.

Dr. Dong is currently the chief health technology officer of Guangzhou Fullshare Health Management Limited Company, which is a wholly owned subsidiary of Fullshare Holdings Limited (stock code: 00607), the shares of which are listed on the main board of the Stock Exchange. Fullshare Holdings Limited is a substantial shareholder of the Company.

Save as disclosed above, Dr. Dong has not held any other directorship in any listed companies in the last three years.

Dr. Dong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Dong has entered into a service agreement with the Company under which she was appointed for a period of three years commencing from 4 July 2016, provided that either the Company or Dr. Dong may terminate such appointment at any time by giving at least one month’s notice in writing to the other at any time after the date of the agreement. Dr. Dong is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

Dr. Dong is entitled to HK\$180,000 per annum for her appointment as an Executive Director. The service fee of Dr. Dong was determined with reference to her experience, level of responsibility and general market conditions.

Save as disclosed above, there is no other information relating to Dr. Dong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Dr. Dong's proposed re-election.

(2) MS. WONG WAI LING (“Ms. Wong”)

Ms. Wong Wai Ling (黃慧玲), aged 55, was appointed in November 2010 as a Non-executive Director. Ms. Wong has more than 22 years of experience in accounting, taxation and auditing. She received a bachelor degree in arts from the University of Hong Kong in November 1983 and a diploma in Accounting and Finance from the London School of Economics and Political Science, University of London in the United Kingdom in July 1985. Ms. Wong was registered as a certified public accountant of Hong Kong Institute of Certified Public Accountants in June 1991 and an associate of The Association of Chartered Certified Accountants in April 1990. She has worked for more than seven years in major international accounting firms and major local accounting firms before she set up her own accounting firm, W. L. Wong & Co., in Hong Kong in 1994. Since then, she has been practising as a Certified Public Accountant. Ms. Wong is an executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (stock code: 8326). Ms. Wong is also an independent non-executive director of four Hong Kong listed companies, namely, Yongsheng Advanced Materials Company Limited (stock code: 3608), China Ruifeng Renewable Energy Holdings Limited (stock code: 527), Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366), AVIC International Holdings Limited (formerly known as CATIC Shenzhen Holdings Limited) (stock code: 161). Save and except for Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited), Ms. Wong also acts as the chairperson of the audit committee of each of these listed companies.

Save as disclosed above, Ms. Wong has not held any other directorship in any listed companies in the last three years.

Ms. Wong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Ms. Wong has entered into a service agreement with the Company under which she was appointed for a period of three years commencing from the Listing Date, provided that either the Company or Ms. Wong may terminate such appointment at any time by giving at least one month's notice in writing to the other at any time after the date of the agreement. Ms. Wong is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

Ms. Wong is entitled to HK\$180,000 per annum for her appointment as a Non-executive Director. The service fee of Ms. Wong was determined with reference to her experience, level of responsibility and general market conditions.

Save as disclosed above, there is no other information relating to Ms. Wong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Ms. Wong's proposed re-election.

(3) MR. YUEN CHI PING (“Mr. Yuen”)

Mr. Yuen Chi Ping (袁志平) aged 37, is a qualified lawyer in both Hong Kong, and England and Wales. He has over 12 years of experience practicing as a lawyer in the PRC and Hong Kong, and has extensive experience in corporate law, China-related public and private mergers and acquisitions, and capital market transactions. Mr. Yuen obtained a bachelor's degree in Laws in 2001 and completed the PCLL programme in 2002 in the University of Hong Kong, then undertook his traineeship and worked as a lawyer in various leading international law firms. He worked as a special counsel in the Shanghai office of Baker & McKenzie and was responsible for the firm's securities practice in Shanghai.

Mr. Yuen is currently the head of investment and legal of Fullshare International Group Limited and the chief operating officer of Fullshare Holdings Limited (Stock Code 00607), the shares of which are listed on the main board of the Stock Exchange. Fullshare Holdings Limited is a substantial shareholder of the Company.

Save as disclosed above, Mr. Yuen has not held any other directorship in any listed companies in the last three years.

Mr. Yuen does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Yuen has entered into a service agreement with the Company under which he was appointed for a period of three years commencing from 4 July 2016, provided that either the Company or Mr. Yuen may terminate such appointment at any time by giving at least one month's notice in writing to the other at any time after the date of the agreement. Mr. Yuen is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Yuen is entitled to HK\$180,000 per annum for his appointment as a Non-executive Director. The service fee of Mr. Yuen was determined with reference to his experience, level of responsibility and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Yuen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Yuen's proposed re-election.

(4) MR. TSUI NAM HUNG (“Mr. Tsui”)

Mr. Tsui Nam Hung (徐南雄), aged 63, was appointed in November 2010 as an Independent Non-executive Director. Mr. Tsui has over 22 years of experience in finance control and business logistics. He received a certificate in management jointly held by the Hong Kong Management Association and The Hong Kong Polytechnic University in September 1990. He has worked for more than 20 years in a global distributor of branded personal and family care product from May 1987 and his last position in that company was finance director and supply chain leader before his retirement in May 2010. He gained his finance and business logistics related experience through working in the global distributor.

Mr. Tsui has not held any other directorship in any listed companies in the last three years. Mr. Tsui does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company and does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Tsui has entered into a service agreement with the Company under which he was appointed for a period of three years commencing from the Listing Date, provided that either the Company or Mr. Tsui may terminate such appointment at any time by giving at least one month's notice in writing to the other at any time after the date of the agreement. Mr. Tsui is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Tsui is entitled to HK\$180,000 per annum for his appointment as an Independent Non-executive Director. The remuneration of Mr. Tsui was determined with reference to his experience, level of responsibility and general market conditions.

Save as disclosed above, there is no other information relating to Mr. Tsui that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Tsui's proposed re-election.

NOTICE OF ANNUAL GENERAL MEETING



衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6893)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hin Sang Group (International) Holding Co. Ltd. (the “**Company**”) will be held at Function Rooms 4-8, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 9 September 2016 at 10 a.m. (the “**AGM**”), for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2016;
2. to declare a final dividend of HK\$0.01 per ordinary share in respect of the year ended 31 March 2016;
3.
 - (a) to re-elect Dr. Dong Meixian as an executive Director of the Company;
 - (b) to re-elect Ms. Wong Wai Ling as a non-executive Director of the Company;
 - (c) to re-elect Mr. Yuen Chi Ping as a non-executive Director of the Company; and
 - (d) to re-elect Mr. Tsui Nam Hung as an independent non-executive Director of the Company;
4. to authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of all the Directors;

NOTICE OF ANNUAL GENERAL MEETING

5. to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

As special business to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

6. **“THAT:**
 - (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.1 each in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the **“Articles”**) or the applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held;
- (iii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution of the Company’s Shareholders in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

8. “**THAT:**

Subject to the passing of resolutions 6 and 7 set out in this notice of the AGM, the aggregate nominal amount of Shares which are to be purchased by the Company pursuant to the authority granted to the Directors under resolution 6 set out in this notice of the AGM shall be added to the aggregate nominal amount of share capital that may be allotted or agreed to be allotted by the Directors pursuant to resolution 7 set out in this notice of the AGM.”

By order of the board

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

Hong Kong, 19 July 2016

Registered office:

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarter, head office and
principal place of business
in Hong Kong:*

Flat B, 12/F., Hi-Tech Centre
11 Wang Yip Street West
Yuen Long
New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. For the purposes of holding the AGM, the register of members of the Company will be closed from Wednesday, 7 September 2016 to Friday, 9 September 2016 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 9 September 2016. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 6 September 2016.
5. The Register of Members will be closed from Thursday, 15 September 2016 to Tuesday, 20 September 2016 (both days inclusive), for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2016. The record date will be Tuesday, 20 September 2016. In order to qualify for the proposed final dividend for the year ended 31 March 2016, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 14 September 2016.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Pang Siu Hin
Ms. Kwan Lai Man
Dr. Dong Meixian

Non-executive Directors:

Ms. Wong Wai Ling
Mr. Yuen Chi Ping

Independent Non-executive Directors:

Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny
Mr. Tsui Nam Hung