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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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HIS

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)

**PROPOSED GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
PROPOSED FINAL DIVIDEND,
PROPOSED 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 Chairman's Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 8 September 2017 at 10:00 a.m. is set out on pages 18 to 22 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 enclosed 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, at 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 (i.e. not later than 10:00 a.m. on Wednesday, 6 September 2017 (Hong Kong time)) or any adjournment thereof. Completion and return of the enclosed 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.

21 July 2017

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Chairman’s Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 8 September 2017 at 10:00 a.m., or any adjournment thereof, the notice of which is set out on pages 18 to 22 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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, the shares of which are listed on the main board of the Stock Exchange (stock code: 6893)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholders(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), 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)

DEFINITIONS

“Latest Practicable Date”	14 July 2017, 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 on the main board of the Stock Exchange first commenced
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles”	the memorandum and articles 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)”	holder(s) of the Share(s)

DEFINITIONS

“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 issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

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
(Chairman and Chief Executive Officer)
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

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:
Unit 1213-1215, 12/F,
Seapower Tower, Concordia Plaza,
1 Science Museum Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

21 July 2017

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purposes of this circular are 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 2017; (iii) the re-election of Directors; and (iv) 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 18 to 22 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

Pursuant to the resolutions passed by the Shareholders on 9 September 2016, the Directors 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 Directors to issue, allot and repurchase Shares, ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders 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 Memorandum and Articles or applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority given to the Directors by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the total issued share capital of the Company was 1,088,780,000 Shares. Assuming that (i) the resolutions approving the Repurchase Mandate and the Share Issue Mandate are passed at the AGM and (ii) there is no issue of Shares or repurchase of Shares between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase a maximum of 108,878,000 Shares under the Share Repurchase Mandate and allot and issue a maximum of 217,756,000 Shares under the Share Issue Mandate, representing 10% and 20% of the issued share capital of the Company as at the date of the AGM, respectively.

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 Share for the year ended 31 March 2017 to the Shareholders whose names appear on the Register of Members on Tuesday, 19 September 2017. Subject to the approval from the Shareholders at the AGM, the final dividend is expected to be paid on or about Tuesday, 10 October 2017.

LETTER FROM THE BOARD

The Register of Members will be closed from Friday, 15 September 2017 to Tuesday, 19 September 2017 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2017. The record date will be Tuesday, 19 September 2017. In order to qualify for the proposed final dividend for the year ended 31 March 2017, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 14 September 2017.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 108(a) of the Memorandum and 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. Pursuant to Article 108(b) of the Memorandum and Articles, 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, Mr. Pang Siu Hin, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny 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.

LETTER FROM THE BOARD

5. THE ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 18 to 22 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 2017; and (iii) the re-election of Mr. Pang Siu Hin, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny as Directors.

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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. not later than 10:00 a.m. on Wednesday, 6 September 2017 (Hong Kong time)), 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.hinsanggroup.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

6. 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.

LETTER FROM THE BOARD

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 2017; and (iii) the re-election of Mr. Pang Siu Hin, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny 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 ON THE 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

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, 1,088,780,000 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 108,878,000 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 Memorandum and Articles or applicable laws of the Cayman Islands 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

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.

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.

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 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 2017 (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. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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.

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 repurchases of Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 repurchases pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company repurchased a total of 1,336,000 Shares on the Stock Exchange during the six months preceding to the Latest Practicable Date and details of which are as follows:

Date of Repurchase	Number of Shares Repurchased	Purchase Price per Share	
		Highest HK\$	Lowest HK\$
25 April 2017	1,142,000	1.35	1.33
26 April 2017	186,000	1.35	1.35
27 April 2017	<u>8,000</u>	1.35	1.35
	<u><u>1,336,000</u></u>		

The Shares repurchased were subsequently cancelled on 19 May 2017. Save as disclosed above, the Company has not made any repurchase of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding to the Latest Practicable Date.

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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 5% 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>)	554,242,000	50.90%	56.56%
Mr. Pang Siu Hin (<i>Notes 1, 2 & 3</i>)	563,332,000	51.74%	57.49%
Ms. Kwan Lai Man (<i>Notes 1, 2 & 3</i>)	563,332,000	51.74%	57.49%
Viewforth Limited (<i>Note 4</i>)	250,000,000	22.96%	25.51%
Fullshare Holdings Limited (<i>Note 4</i>)	250,000,000	22.96%	25.51%
Magnolia Wealth International Limited (<i>Note 4</i>)	250,000,000	22.96%	25.51%
Ji Changqun (<i>Note 4</i>)	250,000,000	22.96%	25.51%

Notes:

- Genwealth Group Holding Company Limited is beneficially owned as to 90% by Mr. Pang Siu Hin, an Executive Director, the chairman and chief executive officer of the Company and 10% by Ms. Kwan Lai Man. Accordingly, Mr. Pang Siu Hin is deemed to be interested in the 554,242,000 Shares held by Genwealth Group Holding Company Limited under the SFO.
- 5,665,000 Shares were held by Mr. Pang Siu Hin. 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.
- 3,425,000 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.
- The 250,000,000 Shares were held by Viewforth Limited, a company which is wholly owned by Fullshare Holdings Limited, which in turn is owned as to 46.58% by Magnolia Wealth International Limited, which in turn is wholly owned by Ji Changqun. Ji Changqun also directly owns 4.75% of Fullshare Holdings Limited.

APPENDIX I EXPLANATORY STATEMENT ON THE 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 July 2016 and up to the Latest Practicable Date were as follows:

	Traded market price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
July	3.016*	2.289*
August	2.637*	1.563*
September	2.349*	2.040*
October	2.190*	1.891*
November	2.369*	2.020*
December	2.120	1.660
2017		
January	1.830	1.620
February	1.700	1.520
March	1.600	1.410
April	1.570	1.320
May	1.490	1.180
June	1.630	1.220
July (up to and including the Latest Practicable Date)	1.440	1.250

* *Adjusted*

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

EXECUTIVE DIRECTOR

(1) MR. PANG SIU HIN (“Mr. Pang”)

Mr. Pang Siu Hin (彭少衍), aged 52, was appointed in October 2010 as an executive Director. He is the founder of the Group and has been the Chairman and the Chief Executive Officer of the Group since 1996. He is responsible for the overall strategic planning, formulation of the corporate policies and the day-to-day management of the Group. Mr. Pang has about 20 years of experience in the distribution, marketing and sale of health care products, personal care products and household products, the experience of which was gained from the operation of the Group. Mr. Pang was appointed as the director of Hong Kong Chiu Chow Chamber of Commerce since 2005, the honourable president of The Cosmetic & Perfumery Association of Hong Kong Limited (香港化粧品同業協會有限公司) in 2008, the honourable chairman of the Hong Kong Chinese Medicine Industry Association Limited (香港中藥業協會有限公司) in 2009. Mr. Pang was appointed as the vice president of Hong Kong & Kowloon Kit Yeung Clansmen General Association Limited (香港九龍揭陽同鄉總會有限公司) in 2009, the executive vice president in 2013 and became perpetual honourable president in 2017. Since 2009, Mr. Pang was appointed as the director of Chiu Chow Clansmen’s Association of Yuen Long District, Limited (元朗區潮州同鄉會有限公司), the vice president in 2011 and became the chairman in 2017. In 2010, he became the life honorary chairman of Hong Kong Listed Chinese Medicine Practitioners Association (香港表列中醫協會), and titled as the advisor in 2016,

Mr. Pang is an active participant in the work of charities, appointed as the director of Pok Oi Hospital in Hong Kong from 2009 to 2011, the vice chairman since 2012, and became the chairman since 2017. He worked as the honourable president of Junior Police Call (Yuen Long District) since 2010, a member of the standing committee of the Chinese People’s Political Consultative Conference, Jieyang Province, the PRC, a member of Yuen Long Town Area Committee under the Home Affairs Department in 2012, and a member of the Committee on the Promotion of Civic Education under the Home Affairs Department in 2014.

Moreover, Mr. Pang became the co-chairman of New Territories Walk for Millions Organizing Committee of The Community Chest of Hong Kong (香港公益金) since 2014. He was titled as the vice president of Shenzhen Enterprise Confederation (深圳市企業聯合會) in 2015, and the executive vice president of Tin Yan Charity Organization (天恩愛心義工隊) and the honourable president of Shen Kong Jiexi Chamber of Commerce Limited (深港揭西商會有限公司) in 2016. In 2017, Mr. Pang was appointed as the honourable advisor of Hong Kong Children, Babies, Maternity Industries Association Limited (香港孕嬰童業協會有限公司), the honourable president of the management committee in Hong Kong Love & Care Charity Foundation Limited (香港愛心慈善基金會有限公司) and the vice president of the Jiangsu Province

Reflecting Health Industry Association (江蘇省反射保健行業協會) and president of its children's health preservation branch. He is also the life honorary chairman of Xuan Yuan Education Fund Association focusing on the development of education work in the PRC since 2010. Mr. Pang Siu Hin is the husband of Ms. Kwan Lai Man.

Save as disclosed above, Mr. Pang has not held any other directorship in any listed companies which are listed on any securities market in Hong Kong and overseas in the last three years. Mr. Pang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, 5,665,000 and 3,425,000 Shares were held by Mr. Pang and Ms. Kwan Lai Man (being the spouse of Mr. Pang) respectively and Mr. Pang was deemed to be interested in 554,242,000 Shares held by Genwealth Group Holding Company Limited by virtue of the SFO, totally representing approximately 51.74% of the issued share capital of the Company. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Pang has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter until it is terminated by Mr. Pang by giving to the Company not less than three months' notice in writing at any time after such initial fixed term or by the Company giving to Mr. Pang not less than three months' prior notice in writing at any time after the date of agreement. Mr. Pang is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles.

Mr. Pang is entitled to HK\$2,421,000 per annum for his appointment as an Executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee and approved by the Board at its absolute discretion, the amount of which is determined with reference to the operating results of the Group and the performance of Mr. Pang provided that the aggregate amount of bonuses payable to Mr. Pang in respect of any financial year shall not exceed 5% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to the Shareholders for the relevant financial year. The remuneration of Mr. Pang 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. Pang 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 in connection with Mr. Pang's proposed re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(2) MR. LEE LUK SHIU (“Mr. Lee”)

Mr. Lee Luk Shiu (李祿兆), aged 59, was appointed in September 2014 as an Independent Non-executive Director. Mr. Lee has about 30 years of experience in commercial accounting and corporate finance. Mr. Lee became a fellow member of The Association of Chartered Certified Accountants in April 2001 and an associate of the Hong Kong Institute of Certified Public Accountants in February 1987. He obtained a diploma in business administration from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1983. He has worked in the Stock Exchange for around 15 years from 1986 to 1993 and from 1997 to 2005, his duties included regulating and monitoring the Hong Kong listed companies in relation to their compliance with the Listing Rules and processing new listing applications. His last position with the Stock Exchange was an assistant vice president of the Listing Division. Mr. Lee was also a senior consultant of an investment bank for 5 years from 2007 to 2012.

Mr. Lee has been an independent non-executive director of Huabao International Holdings Limited (stock code: 336) since 1 May 2006 and Yee Hop Holdings Limited (stock code: 1662) since 25 November 2015, the shares of which are listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. Lee has not held any other directorship in any listed companies which are listed on any securities market in Hong Kong and overseas in the last three years. Mr. Lee 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 within the meaning of Part XV of the SFO.

Mr. Lee 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. Lee 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. Lee is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles.

Mr. Lee is entitled to HK\$240,000 per annum for his appointment as an Independent Non-executive Director. The remuneration of Mr. Lee 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. Lee 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 in connection with Mr. Lee's proposed re-election.

(3) DR. TANG SING HING, KENNY (“Dr. Tang”)

Dr. Tang Sing Hing, Kenny (鄧聲興), aged 48, was appointed in November 2010 as an Independent Non-executive Director. Dr. Tang has over 15 years of experience in the financial and securities sector. He obtained a bachelor’s degree in Business, major in finance from Edith Cowan University, Australia in February 1993 and holds a PhD. degree in Economics from Renmin University of China in July 2007. Dr. Tang has over 14 years of experience in the financial and securities sector. He became a senior associate of the Australian Institute of Banking and Finance in December 1995 and was appointed as Hong Kong Chief Analyst by the Finance and Securities Institute of Renmin University of China in December 2010. He is the executive director and vice chairman of Jun Yang Financial Holdings Limited (stock code: 397) the shares of which are listed on the Stock Exchange. He is also the CEO and director of Jun Yang Securities Company Limited which is the subsidiaries of Jun Yang Financial Holdings Limited since April 2015. He is also the executive director of AP Assets Limited. He is also the chairman of The Hong Kong Institute of Financial Analysts and Professional Commentators Limited and the executive committee member of the Hong Kong Securities Professionals Association. He is also currently a non-executive director of Edvance International Holdings Limited (stock code: 8410). He has been a part-time lecturer of the Master of Social Science in Global Political Economy Programme of The Chinese University of Hong Kong since September 2010.

Save as disclosed above, Dr. Tang has not held any other directorship in any listed companies which are listed on any securities market in Hong Kong and overseas in the last three years. Dr. Tang 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 within the meaning of Part XV of the SFO.

Dr. Tang 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 Dr. Tang 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. Tang is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles.

Dr. Tang is entitled to HK\$180,000 per annum for his appointment as an Independent Non-executive Director. The remuneration of Dr. Tang 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 Dr. Tang 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 in connection with Dr. Tang’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 Chairman’s Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 8 September 2017 at 10:00 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 2017;
2. to declare a final dividend of HK\$0.01 per ordinary share in respect of the year ended 31 March 2017;
3.
 - (a) to re-elect Mr. Pang Siu Hin as an executive Director of the Company;
 - (b) to re-elect Mr. Lee Luk Shiu as an independent non-executive Director of the Company; and
 - (c) to re-elect Dr. Tang Sing Hing, Kenny 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;
5. to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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 repurchase 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 total number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval to paragraph (a) 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 will or 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 repurchased 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, 21 July 2017

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:
Unit 1213-1215, 12/F,
Seapower Tower, Concordia Plaza,
1 Science Museum Road,
Tsim Sha Tsui, Kowloon,
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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. not later than 10:00 a.m. on Wednesday, 6 September 2017 (Hong Kong time)), 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 Tuesday, 5 September 2017 to Friday, 8 September 2017 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 8 September 2017. 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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 4 September 2017 (Hong Kong time).
5. The Register of Members will be closed from Friday, 15 September 2017 to Tuesday, 19 September 2017 (both days inclusive), for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2017. The record date will be Tuesday, 19 September 2017. In order to qualify for the proposed final dividend for the year ended 31 March 2017, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 14 September 2017 (Hong Kong time).

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

Executive Directors:

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)

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