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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **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**

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A notice convening an annual general meeting of Hin Sang Group (International) Holding Co. Ltd. to be held at Tivoli, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 3 September 2018 at 10:00 a.m. is set out on pages 19 to 23 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 (i.e. 10:00 a.m. on Saturday, 1 September 2018) before the time appointed for holding of the annual general meeting or any adjournment (as the case may be). 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.

30 July 2018

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## DEFINITIONS

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*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 Tivoli, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 3 September 2018 at 10:00 a.m., or any adjournment thereof, the notice of which is set out on pages 19 to 23 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

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## DEFINITIONS

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“Latest Practicable Date”	24 July 2018, 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)

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## DEFINITIONS

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“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

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Pang Siu Hin  
*(Chairman and Chief Executive Officer)*  
Ms. Kwan Lai Man

*Non-executive Directors:*

Ms. Wong Wai Ling  
Mr. Yuen Chi Ping

*Independent Non-executive Directors:*

Mr. Lau Chi Kit  
Mr. Lee Luk Shiu  
Dr. Tang Sing Hing, Kenny

*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

30 July 2018

*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 2018; (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 19 to 23 of this circular.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES**

Pursuant to the resolutions passed by the Shareholders on 8 September 2017, 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 1,093,508,000 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 109,350,800 Shares under the Share Repurchase Mandate and allot and issue a maximum of 218,701,600 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 2018 to the Shareholders whose names appear on the Register of Members on Wednesday, 12 September 2018. Subject to the approval from the Shareholders at the AGM, the final dividend is expected to be paid on or about Tuesday, 2 October 2018.

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## LETTER FROM THE BOARD

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The Register of Members will be closed from Monday, 10 September 2018 to Wednesday, 12 September 2018 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2018. The record date will be Wednesday, 12 September 2018. In order to qualify for the proposed final dividend for the year ended 31 March 2018, 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 Friday, 7 September 2018.

#### **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, Ms. Kwan Lai Man, Ms. Wong Wai Ling and Mr. Lau Chi Kit 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.



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## LETTER FROM THE BOARD

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### 5. THE ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 19 to 23 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 2018; and (iii) the re-election of Ms. Kwan Lai Man, Ms. Wong Wai Ling and Mr. Lau Chi Kit 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 Saturday, 1 September 2018 (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.hinsangroup.com](http://www.hinsangroup.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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.

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## LETTER FROM THE BOARD

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### 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 2018; and (iii) the re-election of Ms. Kwan Lai Man, Ms. Wong Wai Ling and Mr. Lau Chi Kit 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*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*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, 1,093,508,000 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 109,350,800 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 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 2018 (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.

**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 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 IMPLICATIONS**

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.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**


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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	50.68%	56.32%
Mr. Pang Siu Hin ( <i>Notes 1, 2 &amp; 3</i> )	567,652,000	51.91%	57.68%
Ms. Kwan Lai Man ( <i>Notes 1, 2 &amp; 3</i> )	567,652,000	51.91%	57.68%
Viewforth Limited ( <i>Note 4</i> )	250,000,000	22.86%	25.40%
Fullshare Holdings Limited ( <i>Note 4</i> )	250,000,000	22.86%	25.40%
Magnolia Wealth International Limited ( <i>Note 4</i> )	250,000,000	22.86%	25.40%
Ji Changqun ( <i>Note 4</i> )	250,000,000	22.86%	25.40%

*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.
- 8,385,000 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.
- 5,025,000 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 are directly held by Viewforth Limited (the “**Viewforth**”), which incorporated in the BVI and a wholly-owned subsidiary of the Fullshare Holdings Limited (the “**Fullshare Holdings**”), which in turn is owned as to approximately 46.58% by Magnolia Wealth International Limited (the “**Magnolia Wealth**”). Magnolia Wealth is the controlling shareholder of Fullshare Holdings, which is wholly-owned by Mr. Ji Changqun (“**Mr. Ji**”) who is also a director of Magnolia Wealth. Mr. Ji also directly owns approximately 4.77% of Fullshare Holdings. By virtue of the SFO, Mr. Ji is deemed to be interested in the 250,000,000 Shares held by Viewforth.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 2017 and up to the Latest Practicable Date were as follows:

	<b>Traded market price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
July	1.440	1.250
August	1.450	1.290
September	1.390	1.250
October	1.550	1.300
November	1.620	1.420
December	1.520	1.290
<b>2018</b>		
January	1.470	1.350
February	1.440	1.290
March	1.410	1.310
April	1.380	1.140
May	1.330	1.160
June	1.290	1.060
July (up to and including the Latest Practicable Date)	1.110	0.960

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

**(1) MS. KWAN LAI MAN – EXECUTIVE DIRECTOR**

**Ms. Kwan Lai Man** (關麗雯) (“**Ms. Kwan**”), aged 46, was appointed in October 2010 as an executive Director. Ms. Kwan is a founder of the Group and has been the Managing Director of the Group since 1996. She is responsible for supervising the Group’s business operations. She has about 20 years of experience in the distribution, marketing and sale of healthcare products, personal care products and household products, the experience of which was gained from the operation of the Group. She is also devoted in the development of education work in PRC and is the life honorary chairman of Xuan Yuan Education Fund Association since 2010. In 2017, she is appointed as the vice president of Hong Kong Children, Babies, Maternity Industries Association Limited (香港孕嬰童業協會有限公司). Ms. Kwan is the spouse of Mr. Pang Siu Hin (“**Mr. Pang**”).

Save as disclosed above, Ms. Kwan 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. Save as disclosed above, Ms. Kwan does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Kwan has beneficial interest of 5,025,000 Shares and 5,885,000 underlying Shares. Being the spouse of Mr. Pang, Ms. Kwan is deemed to be interested in 8,385,000 Shares and 8,125,000 underlying Shares held by Mr. Pang, and 554,242,000 Shares held by Genwealth Group Holding Company Limited, which is beneficially owned as to 90% by Mr. Pang and 10% by Ms. Kwan. Save as disclosed above, she does not have any interest in the Shares of Company within the meaning of Part XV of the SFO.

Ms. Kwan has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and the term of service shall be renewed annually thereafter until it is terminated by Ms. Kwan by giving to the Company not less than one month’s notice in writing at any time after such initial fixed term or by the Company giving to Ms. Kwan not less than one month’s prior notice in writing at any time after the date of agreement. Ms. Kwan is also subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles.



Ms. Kwan is entitled to HK\$2,184,000 per annum for her 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 Ms. Kwan provided that the aggregate amount of bonuses payable to Ms. Kwan 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 Ms. Kwan 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. Kwan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) 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. Kwan's proposed re-election.

## (2) MS. WONG WAI LING – NON-EXECUTIVE DIRECTOR

**Ms. Wong Wai Ling (黃慧玲)** (“Ms. Wong”), aged 57, was appointed in November 2010 as a non-executive Director. Ms. Wong has more than 25 years of experience in accounting, taxation and auditing. She received a bachelor's 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 1993. Since then, she has been practising as a Certified Public Accountant. Ms. Wong is 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) and AVIC International Holdings Limited (formerly known as CATIC Shenzhen Holdings Limited) (stock code: 161). Ms. Wong also acts as the chairperson of the audit committee of each of these listed companies. Ms. Wong was an executive director of Tonking New Energy Group Holdings Limited (previously known as JC Group Holdings Limited) (stock code: 8326) and resigned on 18 October 2016. She was also an independent non-executive director of Glory Flame Holdings Limited (stock code: 8059) and resigned on 22 March 2016. Save as disclosed above, Ms. Wong 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.

Save as disclosed above, Ms. Wong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Wong 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 and the term of service shall be renewed annually thereafter, 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)(h) to (v) 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. LAU CHI KIT – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Lau Chi Kit** (劉智傑) (“**Mr. Lau**”), aged 73, was appointed in October 2017 as an independent non-executive Director. He retired from The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) in December 2000 after more than 35 years’ of service. Among the senior positions he held in HSBC, he was the assistant general manager and head of Personal Banking Hong Kong and assistant general manager and head of strategic implementation, Asia-Pacific Region. He is a fellow of the Hong Kong Institute of Bankers (the “**Institute**”). He was the chairman of the Institute’s executive committee (from January 1999 to December 2000) and is currently the honorary advisor of the Institute’s executive committee. He has served as a member of a number of committees appointed by the Government of Hong Kong Special Administration Region, including the Advisory Council on the Environment (from October 1998 to December 2001), the Advisory Committee on Human Resources Development in the Financial Services Sector (from June 2000 to May 2001), the Corruption Prevention Advisory Committee of the Independent Commission Against Corruption (from January 2000 to December 2003), the Environment and Conservation Fund Committee (from August 2000 to October 2006), the Innovation and Technology Fund (Environment) Projects Vetting Committee (from January 2000 to December 2004) and the Law Reform Commission’s Privacy Sub-committee (from February 1990 to March 2006). He has also served as the chairman of Business Environment Council Limited (from September 1998 to December 2001). Currently, he is also an independent non-executive director of Royale Furniture Holdings Limited (stock code: 1198), Leoch International Technology Limited (stock code: 842), Century Sunshine Group Holdings Limited (stock code: 509) and Janco Holdings Limited (stock code: 8035). He is also an executive director of Chinlink International Holdings Limited (stock code: 997). The shares of Royale Furniture Holdings Limited, Leoch International Technology Limited, Century Sunshine Group Holdings Limited and Chinlink International Holdings Limited are listed on the Main Board of the Stock Exchange. The shares of Janco Holdings Limited are listed on the GEM of the Stock Exchange. He was an independent non-executive director of Hua Long Jin Kong Company Limited (formerly known as Highlight China IoT International Limited) (stock code: 1682) from September 2010 to September 2017. Save as disclosed above, Mr. Lau 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.

Save as disclosed above, Mr. Lau does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lau does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

The Board considers that Mr. Lau is independent and satisfies all the independence criteria under Rule 3.13 of the Listing Rules.

Mr. Lau has entered into a service agreement with the Company for a fixed term of one year commencing on 16 October 2017 subject to renewal as confirmed by the Company and subject to termination of not less than one month's prior notice in writing served by either party in accordance with the agreement. He is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

Mr. Lau is entitled to a remuneration of HK\$180,000 per annum for his appointment as an independent non-executive director. Mr. Lau's remuneration package is determined by the Board according to the Group's policy on the Directors' and senior management's remuneration and with reference to the recommendation from the Remuneration Committee of the Board. His appointment was nominated by the Nomination Committee and his remuneration was determined by the Board and reviewed by the Remuneration Committee with reference to the prevailing market conditions and the remuneration of existing independent non-executive Directors.

Save as disclosed above, there is no other information relating to Mr. Lau that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) 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. Lau's proposed re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 Tivoli, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 3 September 2018 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 2018;
2. to declare a final dividend of HK\$0.01 per ordinary share in respect of the year ended 31 March 2018;
3.
  - (a) to re-elect Ms. Kwan Lai Man as an executive Director of the Company;
  - (b) to re-elect Ms. Wong Wai Ling as a non-executive Director of the Company;  
and
  - (c) to re-elect Mr. Lau Chi Kit 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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, 30 July 2018

*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



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## NOTICE OF ANNUAL GENERAL MEETING

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*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. 10:00 a.m. on Saturday, 1 September 2018) before the time for holding the AGM or any adjourned meeting (as the case may be). 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, 29 August 2018 to Monday, 3 September 2018 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Monday, 3 September 2018. 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 Tuesday, 28 August 2018 (Hong Kong time).
5. The Register of Members will be closed from Monday, 10 September 2018 to Wednesday, 12 September 2018 (both days inclusive), for the purpose of determining the entitlement to the proposed final dividend for the year ended 31 March 2018. The record date will be Wednesday, 12 September 2018. In order to qualify for the proposed final dividend for the year ended 31 March 2018, 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 Friday, 7 September 2018 (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

*Non-executive Directors:*

Ms. Wong Wai Ling

Mr. Yuen Chi Ping

*Independent Non-executive Directors:*

Mr. Lau Chi Kit

Mr. Lee Luk Shiu

Dr. Tang Sing Hing, Kenny