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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Hin Sang Group (International) Holding Co. Ltd. (the “**Company**”) will be held at Flat B, 12/F, Hi-Tech Centre, 11 Wang Yip Street West, Yuen Long, New Territories, Hong Kong on Thursday, 23 June 2016 at 10:00 a.m. (the “**EGM**”), consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement dated 27 April 2016 (the “**Fullshare Subscription Agreement**”) (as defined in the circular of the Company dated 3 June 2016 (the “**Circular**”)) entered into between the Company as the issuer and Fullshare Holdings Limited (“**Fullshare**”) as the subscriber in relation to the subscription of 250,000,000 new ordinary shares of HK\$0.1 each in the share capital of the Company (the “**Fullshare Subscription Shares**”) at a subscription price of HK\$1.18 per Fullshare Subscription Share, and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;

- (b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Fullshare Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Fullshare Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.01 each in the capital of the Company as may be required to be allotted and issued pursuant to the terms of the Fullshare Subscription Agreement, where such Fullshare Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue.”

2. **“THAT**

- (a) the subscription agreement dated 27 April 2016 (the **“Zall Capital Subscription Agreement”**) (as defined in the Circular) entered into between the Company as the issuer and Zall Capital Limited (**“Zall Capital”**) as the subscriber in relation to the subscription of 30,000,000 new ordinary shares of HK\$0.1 each in the share capital of the Company (the **“Zall Capital Subscription Shares”**) at a subscription price of HK\$1.18 per Zall Capital Subscription Share, and any transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Zall Capital Subscription Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Zall Capital Subscription Shares, the Directors be and are hereby specifically authorised to allot and issue such number of new ordinary shares of HK\$0.1 each in the capital of the Company as may be required to be allotted and issued pursuant to the terms of the Zall Capital Subscription Agreement, where such Zall Capital Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue.”

3. **“THAT**

- (a) the joint venture agreement dated 27 April 2016 (the “**JV Agreement**”) entered into between the Company and Fullshare and the transactions contemplated thereunder be and in connection with each of them be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the JV Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

By order of the board

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

Hong Kong, 3 June 2016

Registered office:

Estera Trust (Cayman) Limited
Clifton House
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KY1-1108
Cayman Islands

Headquarter, head office and

principal place of business in Hong Kong:
Flat B, 12/F., Hi-Tech Centre
11 Wang Yip Street West
Yuen Long
New Territories
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM. 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 EGM, the register of members of the Company will be closed from Tuesday, 21 June 2016 to Thursday, 23 June 2016 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Thursday, 23 June 2016. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 June 2016.

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