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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 23 JUNE 2016

Reference is made to the announcement (“**Announcement**”) of Hin Sang Group (International) Holdings Co. Ltd. (the “**Company**”) dated 27 April 2016, the circular (“**Circular**”) and the notice (“**Notice**”) of extraordinary general meeting (“**EGM**”) of the Company dated 3 June 2016. Unless otherwise stated, terms defined in the Circular shall have the same meanings when used in this announcement.

The board of directors of the Company (the “**Board**”) would like to clarify that there was an inadvertent typographical error in resolution 1(c) of the Notice of EGM. The correct par value of new ordinary shares in the capital of the Company should be HK\$0.1 each, instead of HK\$0.01 each. The Board confirms that the above clarification does not affect other information contained in the Notice of EGM.

The Board is pleased to announce that all the proposed resolutions as set out in the notice were duly passed by way of poll at the EGM of the Company held on 23 June 2016.

As at the date of the EGM, the number of Shares of the Company in issue was 800,468,000 Shares. None of the Shareholders were required to abstain from voting at the EGM. Accordingly, there were a total of 800,468,000 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The poll results in respect of all the resolutions at the EGM are set out as follows:

Ordinary Resolutions		For Number of Shares <i>(Percentage)</i>	Against Number of Shares <i>(Percentage)</i>
1(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;	551,210,127 <i>(99.98%)</i>	114,000 <i>(0.02%)</i>
1(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		
1(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\$0.1 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.		

	Ordinary Resolutions	For Number of Shares <i>(Percentage)</i>	Against Number of Shares <i>(Percentage)</i>
2(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;	551,210,127 <i>(99.98%)</i>	114,000 <i>(0.02%)</i>
2(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		
2(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.		

Ordinary Resolutions		For Number of Shares <i>(Percentage)</i>	Against Number of Shares <i>(Percentage)</i>
3(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	551,210,127 <i>(99.98%)</i>	114,000 <i>(0.02%)</i>
3(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.		

As more than 50% of the votes were cast by way of poll in favour of each of the above resolutions, each of the resolutions proposed were duly passed as ordinary resolutions at the EGM.

By order of the board
Hin Sang Group (International) Holding Co. Ltd.
Pang Siu Hin
Chairman

Hong Kong, 23 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.