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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 Tuesday, 19 January 2016 at 2:30 p.m. (the “**EGM**”), consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. (a) “**THAT**

the memorandum dated 10 December 2015 (the “**Memorandum**”) entered into between the Tai Wo Tong Pharmaceutical (Hong Kong) Company Limited, an indirect wholly owned subsidiary of the Company (the “**Purchaser**”) as the purchaser and both Mr. Pang Siu Hin and Ms. Kwan Lai Man (the “**Vendors**”) as the vendors, pursuant to which the Vendors has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the properties situated at 7th

Floor (Unit C, D and E), Wang Yip Centre, No. 18 Wang Yip Street East, Yuen Long, New Territories, Hong Kong for a total consideration of HK\$18,800,000 (the “**Acquisition**”), and all transactions contemplated under the Memorandum and the Acquisition and in connection with each of them be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, execute, perfect, perform and deliver all such agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or given effect to or otherwise in connection with or incidental to the Memorandum and all the transactions contemplated and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company.”

By order of the board

Hin Sang Group (International) Holding Co. Ltd.

Pang Siu Hin

Chairman

Hong Kong, 30 December 2015

Registered office:

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

Headquarter, head office and principal

place of business in Hong Kong:

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

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 Friday, 15 January 2016 to Tuesday, 19 January 2016 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Tuesday, 19 January 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 Thursday, 14 January 2016.

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