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Hang Fat Ginseng Holdings Company Limited
恒發洋參控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 911)

VOLUNTARY ANNOUNCEMENT

This is a voluntary announcement made by Hang Fat Ginseng Holdings Company Limited (“**Company**”, together with its subsidiaries, collectively the “**Group**”) to inform its shareholders and potential investors of the latest information regarding one of its controlling shareholders, namely Cervera Holdings Limited (“**Cervera**”).

On 26 May 2015, the Company was informed that:

- (1) Cervera entered into a memorandum of understanding with 長城環亞國際資產管理有限公司 (Great Wall Pan Asia International Asset Management Limited*) (“**Great Wall**”), pursuant to which, among other matters, Cervera proposes to place certain 360,000,000 shares of the Company (the “**Shares**”) owned by it to Great Wall; and
- (2) Cervera entered into another memorandum of understanding with CCB International Asset Management Limited (“**CCBI**”), an independent third party, pursuant to which, among other matters, Cervera proposes to issue warrants (the “**Warrants**”) to CCBI, entitling CCBI to acquire existing shares of the Company held by Cervera representing of a maximum value of RMB300,000,000 at any time within 24 months from the date of issue of the Warrants.

Each of the above memorandum of understanding is non-binding agreement setting out the general principles of possible transaction between the parties. Detailed terms and conditions of the possible transaction under each of the memorandum of understanding will be subject to legally binding agreements to be entered into between the parties. Further announcement(s) will be made by the Company, as and when it is considered necessary.

* For identification purpose only

On 26 May 2015, the Company was also informed that Cervera entered into agreements with five individual investors granting options (the “**Options**”) to them acquire Shares of 1,560,000,000 Shares from Cervera in aggregate, representing approximately 7.8% of the issued share capital of the Company. The Options may be exercised within 12 months after the signing of the relevant agreements. To the best knowledge of the directors of the Company, the grantees of the Options and their respective beneficial owners are not connected persons of the Company as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Cervera believes that the introduction of the abovementioned parties as the potential strategic investors of the Company can provide practical and effective assistance to the Company in areas such as business development and capital market operations.

As at the date of this announcement, Cervera held 12,000,000,000 Shares, representing 60% of the issued share capital of the Company. If the Options were exercised in full, Cervera would hold 10,440,000,000 Shares, representing approximately 52.2% of the issued share capital of the Company.

By order of the Board
Hang Fat Ginseng Holdings Company Limited
Yeung Wing Yan
Chairman & Chief Executive Officer

Hong Kong, 26 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Yeung Wing Yan, Mr. Yeung Wing Kong and Ms. Fu Fung Sau; and the independent non-executive directors of the Company are Mr. Wong Senta, Mr. Kwok Lam Kwong Larry and Mr. Cheung Chung Wai Billy.