

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ISSUANCE OF NOTES AND WARRANTS BY CONTROLLING
SHAREHOLDER**

This announcement is made by Hang Fat Ginseng Holdings Company Limited (“**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Reference is made to the announcement (“**Announcement**”) of the Company dated 26 May 2015 in relation to the latest information regarding Cervera. Capitalised terms used herein have the same meanings as those defined in the Announcement unless otherwise stated.

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that it has been informed by Cervera, one of the controlling shareholders of the Company, that, on 17 July 2015, it entered into an agreement (the “**Subscription Agreement**”) with Sea Venture Investments Limited (“**Investor**”), an independent third party, which is an indirectly wholly-owned subsidiary of CCB International Holdings Limited, which in turn owns 100% issued share capital of CCBI.

Pursuant to the Subscription Agreement, Cervera has agreed to issue secured and guaranteed notes for an aggregate principal amount up to HK\$224,000,000 (the “**Notes**”) and the Investor has agreed to subscribe for the Notes. In consideration of the Investor agreeing to subscribe for the Notes, Cervera has agreed to issue warrants (the “**Warrants**”) to the Investor, entitling the Investor to acquire existing shares (the “**Shares**”) of the Company held by Cervera representing a maximum value of HK\$224,000,000 at any time within 24 months from the date of the issue of the Warrants.

Pursuant to the Subscription Agreement, a personal guarantee will be given by Mr. Yeung Wing Yan, the controlling shareholder of Cervera and a charge will be given by Cervera over certain number of Shares held by it, in favour of the Investor to secure the punctual performance and observance by Cervera of its obligations under the transaction documents.

After completion of the transactions contemplated under the Subscription Agreement, which is expected to take place on or around 20 July 2015, Cervera will remain one of the controlling shareholders of the Company.

The Board considers that the issuance of Warrants will broaden the shareholder base of the Company and enhance the liquidity of the Shares. The Board does not expect the transactions contemplated under the Subscription Agreement to have any impact on the business or operations of the Company and its subsidiaries.

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

Hong Kong, 17 July 2015

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