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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hang Fat Ginseng Holdings Company Limited (the “**Company**”) will be held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 6 May 2016, at 10:00 a.m. for the purpose of considering and, if thought fit, passing each of the following resolutions, with or without amendments, as an ordinary resolution of the Company. Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 18 April 2016 (the “**Circular**”), unless the context otherwise requires:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be increased from HK\$50,000,000 divided into 50,000,000,000 shares of par value HK\$0.001 each (the “**Shares**”) to HK\$200,000,000 divided into 200,000,000,000 Shares with effect from the date of passing this resolution by the creation of an additional 150,000,000,000 new Shares and any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions contemplated under this resolution.”
2. “**THAT**
 - (a) subject to the fulfilment of the terms and conditions set out in the subscription agreement (the “**Subscription Agreement**”) dated 21 February 2016 (a copy of the Subscription Agreement has been produced to this meeting marked “A” and initialed by the Chairman for the purpose of identification), and entered into between the Company and Super Generation Group Ltd. (the “**Subscriber**”), in relation to the subscription of 31,200,000,000 new shares (the “**Subscription Shares**”) in the Company at the

subscription price of HK\$0.01 per Subscription Share by the Subscriber, the Subscription Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfilment of the conditions of the Subscription Agreement, any one director of the Company (“**Director(s)**”) be and is hereby authorized to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the Subscription Agreement, including but without limitation, to allot and issue the Subscription Shares to the Subscriber in accordance with and subject to the terms and conditions of the Subscription Agreement; and
- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company (“**Secretary**”)) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder, the implementation of the Whitewash Waiver, and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

3. “**THAT** subject to the passing of the ordinary resolution no. 2 above, and subject to the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon, the wavier of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by them which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code be and is hereby approved.”

4. “**THAT**

- (a) the placing agreement dated 21 February 2016 (the “**Placing Agreement**”) entered into between the Company as issuer and Qian Hai Securities Limited as the placing agent (the “**Placing Agent**”) in connection with the allotment and issue by way of private placement through the Placing Agent, on a best effort basis, a maximum of 8,800,000,000 new ordinary shares (the “**Placing Shares**”) of HK\$0.01 each in the share capital of the Company (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby specifically authorised to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement; and

- (c) any one Director be and is hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in his discretion consider necessary, desirable or expedient to give effect to the Placing Agreement and all the transactions contemplated thereunder (including the allotment and issue of the Placing Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Placing Agreement.”

Yours faithfully

By order of the Board

Hang Fat Ginseng Holdings Company Limited

Yeung Wing Yan

Chairman & Chief Executive Officer

Hong Kong, 18 April 2016

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Ground Floor
Nam Pak Hong Commercial Centre
44 Bonham Strand West
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting or any adjourned meeting thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with any 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 at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Thursday, 5 May 2016 to Friday, 6 May 2016 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for voting at the meeting convened by the above notice, all transfers of shares accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 4 May 2016.

5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of the shareholders of the Company must be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

As at the date hereof, the Board comprises three executive directors, namely Mr. Yeung Wing Yan, Mr. Yeung Wing Kong and Ms. Fu Fung Sau and three independent non-executive directors, namely Mr. Wong Senta, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl.