
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hang Fat Ginseng Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Capitalised terms used in this circular shall have the same meanings as defined in the section headed “Definitions” in this circular.

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.



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)

**GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of Hang Fat Ginseng Holdings Company Limited to be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 24 June 2016 at 10:00 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrars, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. If such event, the form of proxy shall be deemed to be revoked.

24 May 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 13 to 17 of this circular
“Annual General Meeting”	the annual general meeting of the Company convened to be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 24 June 2016 at 10:00 a.m.
“Articles”	the articles of association of the Company as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Hang Fat Ginseng Holdings Company Limited (恒發洋參控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	18 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares the aggregate number of which does not exceed 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of \$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs by the Securities and Futures Commission in Hong Kong
“\$” and “cents”	Hong Kong dollars and cents, respectively
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. George Lu
Mr. Yeung Wing Yan
Mr. Yeung Wing Kong
Mr. Wong Kwok Ming

Non-executive Director:

Ms. Shen Wei

Independent non-executive Directors:

Mr. Li Wei
Mr. Wu Wai Leung Danny
Mr. Yuen Chee Lap Carl

Registered office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

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

24 May 2016

To the Shareholders

Dear Sir/Madam

**GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS**

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include: (a) ordinary resolutions relating to the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GRANTING OF THE ISSUE MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

At the annual general meeting of the Company held on 22 May 2015, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; (b) a general unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate number of issued Shares on the date of passing of such resolution. As at the Latest Practicable Date, a total of 60,016,200,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 12,003,240,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of issued Shares on the date of passing such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles to be held; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105(A) and Article 109 of the Articles, Mr. George Lu, Mr. Yeung Wing Kong, Mr. Wong Kwok Ming, Ms. Shen Wei, Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl shall retire at the Annual General Meeting. All retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Particulars of each of Mr. George Lu, Mr. Yeung Wing Kong, Mr. Wong Kwok Ming, Ms. Shen Wei, Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl are set out in Appendix II to this circular.

4. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are eligible to attend the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 22 June 2016 to Friday, 24 June 2016, both dates inclusive during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to qualify for voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Registrar no later than 4:30 p.m. on Tuesday, 21 June 2016.

5. ACTIONS TO BE TAKEN

Set out on pages 13 to 17 of this circular is the AGM Notice. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Rule 13.39(5) of the Listing Rules.

You will find enclosed with this circular a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and Extension Mandate, and the re-election of the Directors named above are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolutions approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors at the Annual General Meeting.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully
For and on behalf of the Board
Hang Fat Ginseng Holdings Company Limited
George Lu
Chairman & Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 60,016,200,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 6,001,620,000 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2015, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
May	0.917*	0.518*
June	1.020	0.760
July	0.970	0.400
August	0.890	0.495
September	0.670	0.550
October	0.600	0.560
November	0.650	0.560
December	0.710	0.590
2016		
January	0.690	0.025
February	0.118	0.044
March	0.059	0.039
April	0.139	0.045
May (<i>Note</i>)	0.092	0.054

* Adjusted with the sub-division of shares on 26 May 2015

Note: Up to the Latest Practicable Date

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. George Lu, the chairman and chief executive officer of the Company, and an executive Director, held 31,200,000,000 Shares, representing approximately 51.99% of the existing issued Shares. By virtue of the SFO, Ms. Shen Wei, the spouse of Mr. George Lu, is deemed to be interested in the Shares in which Mr. George Lu is interested for the purpose of Division 2 and 3 of Part XV of the SFO.

On the basis that there were 60,016,200,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no issue or repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the percentage shareholding in the Company of Mr. George Lu and Ms. Shen Wei would increase to approximately 57.76% of the existing issued Shares.

On the basis of the current shareholding of Mr. George Lu and Ms. Shen Wei, an exercise of the Repurchase Mandate in full will not result in Mr. George Lu and Ms. Shen Wei becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the level of shareholdings in the Company held by the public falling below the prescribed minimum percentage of 25%.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTOR**Mr. George Lu**

Mr. George Lu, aged 53, has more than fifteen years of entrepreneurial experience in strategic planning and general management of trading and manufacturing companies. Mr. George Lu is the founder, director and chairman of Goldenmars Technology Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 3638) (“**Goldenmars**”), and is responsible for its overall management, operations and strategic development.

Mr. George Lu and Ms. Shen Wei are husband and wife.

Mr. Yeung Wing Kong

Mr. Yeung Wing Kong, aged 45, has over 20 years of experience in the American Ginseng industry and is primarily responsible for operation, management and procurement of the Group. Mr. Yeung joined the Group in 1989. From 1989 to 1991, he was responsible to supervise the processing and sale and purchase of American Ginseng. Since 1991, he has been responsible for the procurement of the products from Canada and the United States of America. He contacts suppliers in Canada and the United States regularly to obtain information regarding the quality of Cultivated Ginseng and Wild Ginseng and assists in making purchase decision. Mr. Yeung has been a member of Po Sau Tong Ginseng & Antler Association Hong Kong Limited (香港參茸藥材寶壽堂商會有限公司) since December 1990.

Mr. Yeung Wing Kong is the younger brother of Mr. Yeung Wing Yan, a Director.

Mr. Wong Kwok Ming

Mr. Wong Kwok Ming, aged 39, has more than 17 years of experience in the areas of auditing, accounting, taxation, capital markets, business advisory and corporate finance covering various industry sectors. Mr. Wong Kwok Ming possesses a Master Degree in Accounting from Curtin University of Technology and is a Practicing Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Wong Kwok Ming has worked at PricewaterhouseCoopers Hong Kong for over 10 years in audit and assurance department with his last position as senior manager and has worked at a well-established and sizable manufacturing company as the chief financial officer after he left PricewaterhouseCoopers Hong Kong in 2014. Mr. Wong Kwok Ming is the chief financial officer of Goldenmars, and is responsible for the overall financial and accounting affairs, treasury management, risk management and the overall company secretarial matters.

NON-EXECUTIVE DIRECTOR**Ms. Shen Wei**

Ms. Shen Wei, aged 52, has more than twelve years of experience in general administration management of trading business. Ms. Shen Wei studied Pharmacology at the China Pharmaceutical University and graduated with a Bachelor of Science degree in 1987. Ms. Shen Wei also obtained a Master of Science degree in Toxicology from the University of New Mexico in 1991 and worked as a postgraduate researcher in the School of Pharmacy, Department of Pharmacy of the University of California, San Francisco from 1991 to 1994. She is a founder and an executive director of Goldenmars, and is responsible for the financial and administrative management of Goldenmars.

Mr. George Lu and Ms. Shen Wei are husband and wife.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Li Wei**

Mr. Li Wei, aged 61, has over twenty five years of experience in establishing and operating businesses in Asia, and particularly in Hong Kong and China. Mr. Li Wei was educated in China, Germany and Australia. He has been an independent non-executive director of VST Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 856) since 2007.

Mr. Wu Wai Leung Danny

Mr. Wu Wai Leung Danny, aged 55, graduated from the University of Hong Kong with a Bachelor's degree in Social Sciences in 1985. Mr. Wu is currently the chief executive officer and an executive director of Greenheart Group Limited (stock code: 0094), a company listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Wu has over 20 years of experience in investing and business operations in Asia. Since 2003, Mr. Wu has been a director of First Gateway Capital Limited (formerly "First U.S. Capital Limited"), which engages in early stage investment, and investment advisory services to small and medium enterprises in Asia, with a focus in transportation, resource, manufacturing, technology and telecommunication companies. Mr. Wu was an independent non-executive director of Newton Resources Limited (stock code: 1231), a company whose shares are listed on the Main Board of the Stock Exchange, from 25 January 2011 until 21 May 2015. He is currently a non-executive director of Newton Resources Limited.

Mr. Yuen Chee Lap Carl

Mr. Yuen Chee Lap Carl, aged 41, graduated from the University of Houston, U.S. He attained a Bachelor's degree and a Master's degree in Business Administration in 1997 and 1998 respectively. Mr. Yuen is currently the financial controller of Courage Marine Group Limited ("**Courage Marine**") (stock code: 1145), a company listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited. Mr. Yuen has rich experience in finance and accounting in Hong Kong, Singapore and the United States. Mr. Yuen commenced his career in the United States and served as chief accountant and managerial position in several companies between 1998 and 2003. Mr. Yuen joined Courage

Marine in 2004 and was appointed as financial controller in May 2006. He is in charge of Courage Marine's finance and accounting control as well as Courage Marine's reporting, SGX-ST and SEHK compliance. Mr. Yuen is currently a member of the Hong Kong Institute of Directors and the Association of Hong Kong Accountants.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, all Directors had not held any directorship in listed public companies or other major appointments and qualifications.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the holders of the Shareholders in relation to the re-election of each of Mr. George Lu, Mr. Yeung Wing Kong, Mr. Wong Kwok Ming, Ms. Shen Wei, Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl and there is no information which is discloseable nor is/was Mr. George Lu, Mr. Yeung Wing Kong, Mr. Wong Kwok Ming, Ms. Shen Wei, Mr. Li Wei, Mr. Wu Wai Leung Danny and Mr. Yuen Chee Lap Carl involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hang Fat Ginseng Holdings Company Limited (the “**Company**”) will be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 24 June 2016 at 10:00 a.m. for the following purposes:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) of the Company and the Company’s auditors for the year ended 31 December 2015;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. George Lu as Director;
 - (b) to re-elect Mr. Yeung Wing Kong as Director;
 - (c) to re-elect Mr. Wong Kwok Ming as Director;
 - (d) to re-elect Ms. Shen Wei as Director;
 - (e) to re-elect Mr. Li Wei as Director;
 - (f) to re-elect Mr. Wu Wai Leung Danny as Director;
 - (g) to re-elect Mr. Yuen Chee Lap Carl as Director; and
 - (h) to authorise the board of directors to fix the Directors’ remuneration;
3. to re-appoint Company’s auditors and to authorise the board of Directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions;

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate amount of share allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares, as the case may be, in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate number of issued shares of the Company on the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any share of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued shares of the Company on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

CHANGE OF BOOK CLOSURE PERIOD

Reference is made to the announcement of Company dated 31 March 2016 in relation to, among other things, the annual results of the Group for the year ended 31 December 2015, the register of members of the Company will be closed from Thursday, 2 June 2016 to Monday, 6 June 2016 (both days inclusive) during which no transfer of shares will be registered during the period.

The Company would like to announce that the period for closure of the register of members of the Company will be changed from the period between 2 June 2016 to 6 June 2016 to the period between 22 June 2016 to 24 June 2016 (both days inclusive), no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s Hong Kong branch registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 June 2016.

By order of the Board
Hang Fat Ginseng Holdings Company Limited
George Lu
Chairman & Chief Executive Officer

Hong Kong, 24 May 2016

NOTICE OF ANNUAL GENERAL MEETING

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 shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar ("**Branch Registrar**"), Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.
3. 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 Wednesday, 22 June 2016 to Friday, 24 June 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 the Branch Registrar no later than 4:30 p.m. on Tuesday, 21 June 2016.

As at the date of this notice, the executive Directors are Mr. George Lu, Mr. Yeung Wing Yan, Mr. Yeung Wing Kong and Mr. Wong Kwong Ming; the non-executive Director is Ms. Shen Wei and the independent non-executive Directors are Mr. Li Wei, Mr. Yuen Chee Lap Carl and Mr. Wu Wai Leung Danny.