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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)**

**PROPOSED SHARE CONSOLIDATION**

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The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.001 each will be consolidated into one (1) Consolidated Share of HK\$0.004 each.

**GENERAL**

A circular containing, among other things, details of the Share Consolidation and a notice of the EGM is expected to be despatched to the Shareholders on or before 20 June 2016.

**PROPOSED SHARE CONSOLIDATION**

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**Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$200,000,000 divided into 200,000,000,000 Shares of HK\$0.001 each, of which 60,016,200,000 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$200,000,000,000 divided into 50,000,000,000 Consolidated Shares of HK\$0.004 each, of which 15,004,050,000 Consolidated Shares will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

## **The Outstanding Options**

As at the date of this announcement, there were 1,106,800,000 Outstanding Options granted under the Share Option Scheme. Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and/or the number of shares of the Company falling to be issued upon exercise of the Outstanding Options pursuant to the terms thereof. Assuming there is no other adjustment event under the relevant share option scheme other than the proposed Share Consolidation becoming effective, the outstanding Options will entitle the holders thereof to subscribe for up to 276,700,000 Consolidated Shares in aggregate. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Save for the aforesaid, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

## **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM; and
- (ii) the Listing Division of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

## **Listing application**

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

### **Free exchange of Consolidated Shares' certificates and trading arrangement**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Thursday, 7 July 2016 until Monday, 15 August 2016 (both days inclusive), submit existing share certificates for the Shares to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares (on the basis of four (4) Shares for one (1) Consolidated Share). Thereafter, existing share certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each existing share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After close of business on Monday, 15 August 2016, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The colour of the new share certificates for the Consolidated Shares will be announced by the Company in due course.

## **Board lot size**

Currently, the existing Shares are traded on the Stock Exchange in the board lot size of 10,000 existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

## **REASONS FOR THE SHARE CONSOLIDATION**

The Board noted that under Rule 13.64 of the Listing Rules, where the market price of the securities of the Company approaches the extremities of HK\$0.01, the Stock Exchange reserves the right to require the Company either to change the trading method or consolidate the Shares. Given that the Group requires equity fund raising in the future, (including the placing of Shares pursuant to the relevant placing agreement entered into by the Company on 26 May 2016 (details of which, please refer to the announcement of the Company dated 26 May 2016)), since the Stock Exchange might not grant approval for the listing of the Shares if the market price of the securities of the Company below HK\$0.10, which as considered to be approaching the extremities, our subsequent equity fund raising activities might be affected. As such, the Directors consider that the Share Consolidation will enable the Company to avoid non-compliance with the trading requirement under the Listing Rules and is beneficial to and in the interests of the Company and the Shareholders as a whole.

In addition, the proposed Share Consolidation will increase the nominal value of the existing Shares and decrease the total number of existing Shares currently in issue. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

A circular containing, among other things, further details of the Share Consolidation and a notice of the EGM will be despatched to the Shareholders on or before 20 June 2016. Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.

## **EXPECTED TIMETABLE**

The expected timetable for the implementation of the Share Consolidation is as follows:

<b>Event</b>	<b>Hong Kong Time 2016</b>
Expected date of despatch of the circular with notice and form of proxy of the EGM . . . . .	Monday, 20 June

Latest date and time for lodging forms of proxy for the EGM . . . . . 10:00 a.m. Monday, 4 July

Date and time of the EGM . . . . . 10:00 a.m. Wednesday, 6 July

Announcement of voting results of the EGM . . . . . Wednesday, 6 July

Effective date of the Share Consolidation . . . . . Thursday, 7 July

Dealings in the Consolidated Shares commence . . . . . 9:00 a.m. Thursday, 7 July

Original counter for trading in the Shares in board  
lots of 10,000 Shares (in the form of existing  
share certificates) temporarily closes . . . . . 9:00 a.m. Thursday, 7 July

Temporary counter for trading in the Consolidated Shares  
in board lots of 2,500 Consolidated Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m. Thursday, 7 July

First day for free exchange of existing share certificates  
for new share certificates for the Consolidated Shares . . . . . Thursday, 7 July

Original counter for trading in the Consolidated Shares  
in board lots of 10,000 Consolidated Shares  
(in the form of new share certificates) re-opens . . . . . 9:00 a.m. Thursday, 21 July

Parallel trading in the Consolidated Shares  
(in the form of new share certificates and  
existing share certificates) commences . . . . . 9:00 a.m. Thursday, 21 July

Designated broker starts to stand in the market  
to provide matching services for odd lots  
of the Consolidated Shares . . . . . 9:00 a.m. Thursday, 21 July

Temporary counter for trading in the Consolidated  
Shares in board lots of 2,500 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Wednesday, 10 August

Parallel trading in the Consolidated Shares  
(in the form of new share certificates and  
existing share certificates) ends . . . . . 4:00 p.m. on Wednesday, 10 August

Designated broker ceases to stand in the market to  
provide matching services for sale and purchase  
of odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Wednesday, 10 August

Last day for free exchange of existing share certificates

for new share certificates for the Consolidated Shares . . . . . Monday, 15 August

*All times and dates in this announcement refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this announcement for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by Shareholders at the EGM, and is therefore for indicative purpose only.*

*In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.*

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Hang Fat Ginseng Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.004 each in the issued share capital of the Company immediately following the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation

“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Outstanding Options”	the right(s) granted under the Share Option Scheme to subscribe for shares of the Company in accordance with the Share Option Scheme
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Share(s)”	Existing ordinary share(s) in the Company of HK\$0.001 each
“Share Consolidation”	the proposed consolidation of every four (4) issued and unissued Shares of par value of HK\$0.001 each into one (1) Consolidated Share of par value of HK\$0.004 each
“Share Option Scheme”	the share option scheme of the Company adopted on 9 June 2014
“Shareholders”	holders of the Shares or the Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 6 June 2016

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