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HENG TAI CONSUMABLES GROUP LIMITED
亨泰消費品集團有限公司
INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY
STOCK CODE: 197

RESULTS OF THE OPEN OFFER AND ADJUSTMENTS OF OPTIONS

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 29 March 2012, being the Latest Time for Acceptance and payment for the Offer Shares, a total of 69 valid acceptances for the Offer Shares had been received for a total of 1,146,350,022 Offer Shares, representing approximately 63.04% of the total number of Offer Shares available for subscription under the Open Offer.

DESPATCH OF SHARE CERTIFICATES

The share certificates for the Offer Shares were posted on Tuesday, 10 April 2012 by ordinary mail to the Qualifying Shareholders who have validly accepted, applied for and paid for the Offer Shares at their own risk. Each Qualifying Shareholder who has validly applied for the Offer Shares will receive one share certificate for all the Offer Shares issued to him.

COMMENCEMENT OF DEALINGS IN OFFER SHARES

Dealings in the Offer Shares are expected to commence on the Stock Exchange on Wednesday, 11 April 2012.

ADJUSTMENTS OF OPTIONS

Pursuant to the terms of the Share Option Schemes, the exercise prices of the Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 147,912,503 outstanding Options were adjusted.

Reference is made to the announcement of the Company dated 30 January 2012 and the prospectus of the Company dated 15 March 2012 (the “**Prospectus**”). Capitalised terms used in this announcement shall have the meanings set out in the Prospectus unless the context otherwise requires.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 29 March 2012, being the Latest Time for Acceptance and payment for the Offer Shares, a total of 69 valid acceptances for the Offer Shares had been received for a total of 1,146,350,022 Offer Shares (including the Offer

Shares subscribed by Best Global, World Invest and Asia Startup under the Directors Take-Up Undertakings), representing approximately 63.04% of the total number of Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

As all the conditions of the Underwriting Agreement had been fulfilled, the Underwriting Agreement had not been terminated in accordance with the terms thereof and had become unconditional, the Open Offer proceeded to completion.

Based on the above, the Open Offer was 36.96% under-subscribed and therefore, pursuant to the Underwriting Agreement, the Underwriter (together with the sub-underwriters it has appointed) has subscribed for 672,108,608 Offer Shares not taken up by the Qualifying Shareholders.

CHANGE IN SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after completion of the Open Offer is as follows:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Best Global	419,523,299	11.54	629,284,948	11.54
World Invest	148,777,965	4.09	223,166,947	4.09
Asia Startup	24,310,125	0.67	36,465,187	0.67
Public Shareholders				
The Underwriter (<i>Note</i>)	-	-	672,108,608	12.32
Other public Shareholders	3,044,305,872	83.70	3,894,350,201	71.38
Total	3,636,917,261	100.00	5,455,375,891	100.00

Note: The Underwriter has confirmed to the Company that it has appointed such number of sub-underwriters independent to the Company and its connected persons and the Underwriter. The Underwriter has confirmed to the Company that it and each of the sub-underwriters and their respective associates has underwritten such number of the Underwritten Shares (i.e. the sub-underwritten Shares) to the effect that none of the Underwriter and/or the sub-underwriters would trigger any obligation under Rule 26 of the Takeovers Code to make a general offer, and each of the Underwriter and any sub-underwriter appointed and the subscribers procured by each of the Underwriter and any sub-underwriter appointed together with their respective parties acting in concert (as defined under the Takeovers Code) should not hold in aggregate 10% or more of the voting rights of the Company after completion of the Open Offer; and the Underwriter has undertaken to the Company that it would procure the taking up of such number of the Underwritten Shares as necessary would not affect the Company's compliance with the public float requirements under Rule 8.08 of the Listing Rules immediately after the Open Offer.

DESPATCH OF SHARE CERTIFICATES

The Board is pleased to announce that the share certificates for the Offer Shares are ready for despatch. The share certificates for the Offer Shares were posted on Tuesday, 10 April 2012 by ordinary mail to the Qualifying Shareholders who have validly accepted, applied for and paid for the Offer Shares at their own risk. Each Qualifying Shareholder who has validly applied for the Offer Shares will receive one share certificate for all the Offer Shares issued to him.

COMMENCEMENT OF DEALINGS IN OFFER SHARES

As the share certificates for the Offer Shares were despatched on Tuesday, 10 April 2012, dealings in the Offer Shares are expected to commence on the Stock Exchange on Wednesday, 11 April 2012.

ADJUSTMENTS OF OPTIONS

Pursuant to the terms of the Share Option Schemes, the exercise prices of the Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 147,912,503 outstanding Options were adjusted (the “Share Options Adjustments”) in accordance with the terms of the Share Option Schemes and the appendix of supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 relating to adjustments to the exercise price of options or number of shares that may be converted from the options.

The external auditor of the Company has reviewed and confirmed in writing the Share Options Adjustments.

By order of the Board
Heng Tai Consumables Group Limited
Lam Kwok Hing
Chairman

Hong Kong, 10 April 2012

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Lam Kwok Hing, Ms. Lee Choi Lin, Joey, Ms. Hung Sau Yung, Rebecca and Ms. Gao Qin Jian; one non-executive Director, namely Ms. Chan Yuk, Foebe; and three Independent non-executive Directors, namely Mr. John Handley, Ms. Mak Yun Chu, and Mr. Poon Yiu Cheung, Newman.