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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: 00197)

**(1) POLL RESULTS OF 2015 ANNUAL GENERAL MEETING;
(2) SHARE CONSOLIDATION; AND
(3) ADJUSTMENTS IN RELATION TO THE OUTSTANDING OPTIONS**

Reference is made to the circular of the Company dated 27 November 2015 (the “**Circular**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

Poll Results

The Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice dated 27 November 2015 were duly passed as ordinary resolutions by the Shareholders at the AGM held on 29 December 2015 by way of poll.

The Branch Share Registrar, Union Registrars Limited, acted as the scrutineer for the vote taking at the AGM.

As at the date of the AGM, the number of issued Shares was 7,503,480,919 Shares, representing the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. Every Shareholder present in person or by proxy has one vote for every Share of which he is the holder. None of the Shareholders were required to abstain from voting at the AGM. There were no Shares entitling their holders to attend and vote only against the resolutions at the AGM.

The poll results of the AGM were as follows:-

Ordinary resolutions	Number of votes cast (Approximate %)	
	FOR	AGAINST
1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the financial year ended 30 June 2015	2,401,018,818 (98.7563%)	30,237,027 (1.2437%)
2. (a) To re-elect Ms. Hung Sau Yung Rebecca as executive Director	2,399,996,818 (98.7143%)	31,259,027 (1.2857%)
(b) To re-elect Ms. Gao Qin Jian as executive Director	2,399,996,818 (98.7143%)	31,259,027 (1.2857%)
(c) To re-elect Mr. Poon Yiu Cheung Newman as independent non-executive Director	2,399,996,818 (98.7143%)	31,259,027 (1.2857%)
(d) To authorise the board of Directors to fix the directors' remuneration	2,271,952,869 (93.4477%)	159,302,976 (6.5523%)
3. To re-appoint the Company's auditor and authorise the board of Directors to fix their remuneration	2,272,520,869 (93.4711%)	158,734,976 (6.5289%)
4. To grant a general mandate to the Directors to allot, issue and deal with additional shares (including securities convertible into shares) not exceeding 20% of the number of issued shares of the Company	2,373,212,645 (97.6126%)	58,043,200 (2.3874%)
5. To grant a general mandate to the Directors to repurchase the shares not exceeding 10% of the number of issued shares of the Company	2,400,816,818 (98.7488%)	30,419,027 (1.2512%)
6. To extend the general mandate granted to the Directors under resolution no. 4 to allot, issue and deal with the shares of the Company by the number of shares repurchased under resolution no. 5	2,373,484,645 (97.6238%)	57,771,200 (2.3762%)

7. To approve the refreshment of the scheme mandate limit	2,373,232,645 (97.6134%)	58,023,200 (2.3866%)
8. To approve the share consolidation of every ten issued and unissued shares of HK\$0.01 each of the Company into one consolidated share of HK\$0.10 each in the capital of the Company (“ Share Consolidation ”)	2,271,590,563 (93.4328%)	159,665,282 (6.5672%)

Note: Please refer to the AGM Notice for the full text of the above resolutions.

As more than 50% of the votes were cast in favour of each of the above resolutions by the Shareholders who attended and voted at the AGM in person or by proxy or by corporate representatives by way of poll, these resolutions were passed as ordinary resolutions at the AGM.

Share Consolidation

The Board is also pleased to announce that the Share Consolidation will take effect on Wednesday, 30 December 2015. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from brown to green.

Adjustments in relation to the outstanding Options

As at the date of this announcement, there are 534,444,270 outstanding Options granted under the Share Option Scheme. Pursuant to the terms and conditions of the Options and under the terms and conditions of the Share Option Scheme, the exercise prices of the Options and the number of Consolidated Shares to be allotted and issued under the outstanding Options shall be adjusted in the following manner as a result of the Share Consolidation:

Date of grant	Exercisable period	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
		Number of Shares issuable on the exercise of the outstanding Options	Exercise Price per Share (HK\$)	Adjusted number of Shares issuable on the exercise of the outstanding Options	Adjusted exercise price per Share (HK\$)
15 June 2011	15 June 2011 to 14 June 2016	41,666,562	0.5720	4,166,656	5.720
15 June 2011	1 January 2012 to 31 December 2016	13,888,854	0.5720	1,388,885	5.720
15 June 2011	1 January 2013 to 31 December 2017	13,888,854	0.5720	1,388,885	5.720
16 January 2015	16 January 2015 to 15 January 2020	465,000,000	0.0914	46,500,000	0.914
		534,444,270		53,444,426	

The above adjustments in relation to the Options have been reviewed and confirmed in writing by the auditor of the Company, RSM Hong Kong, and will be effective on Wednesday, 30 December 2015.

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

Hong Kong, 29 December 2015

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Lam Kwok Hing (Chairman), Ms. Lee Choi Lin Joecy, 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.