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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)

### **CLOSURE OF REGISTER OF MEMBERS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **CLOSURE OF REGISTER OF MEMBERS**

The register of members (the “**Register**”) of Heng Tai Consumables Group Limited (the “**Company**”) will be closed from Monday, 21 November 2016 to Wednesday, 23 November 2016 (both days inclusive) in order to determine the Shareholders’ entitlements to attend and vote at the extraordinary general meeting of the Company (the “**EGM**”), during which no transfer of shares will be registered.

In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (the “**Branch Share Registrar**”) for registration not later than 4:00 p.m. on Friday, 18 November 2016.

Shareholders whose names appear on the Register on the record date, i.e., Wednesday, 23 November 2016 will be entitled to attend and vote at the EGM.

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Wednesday, 23 November 2016 at 10:30 a.m. for considering and, if thought fit, passing (with or without amendment) the following resolutions of the Company:

## ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.10 each (the **“Shares”**) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of additional 9,000,000,000 unissued Shares of HK\$0.10 each, and that each such new Share, upon issue, shall rank pari passu in all respects with the Shares in issue and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company (the **“Increase in Authorised Share Capital”**) be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute and deliver all such documents, including under the seal of the Company, where applicable, as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Increase in Authorised Share Capital.”

2. **“THAT** conditional upon (i) The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); and (ii) the filing and registration of all documents relating to the Rights Issue (as defined below) required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance in Hong Kong:

- (a) the underwriting agreement dated 20 October 2016 (the **“Underwriting Agreement”**) in respect of the Rights Issue entered into among the Company and Astrum Capital Management Limited (the **“Underwriter”**) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares by the Underwriter) be and are hereby approved, confirmed and ratified;
- (b) the issue by way of rights (the **“Rights Issue”**) of not less than 900,348,091 Shares of the Company (the **“Rights Shares”**) and not more than 949,525,861 Rights Shares at a subscription price of HK\$0.24 per Rights Share to the shareholders of the Company (the **“Shareholders”**) whose names shall appear on the register of members of the Company at the close of business on 5 December 2016, or such other date as the Company and the Underwriter may agree as the record date for determination of the entitlements of the Shareholders to the

Rights Issue (the “**Record Date**”) (excluding those Shareholders (the “**Excluded Shareholders**”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date in respect of whom the directors of the Company, after making relevant enquiries, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)), on the basis of one Rights Share for every one existing Share held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement be and is hereby approved; and

- (c) the directors of the Company be and are hereby authorized to issue and allot the Rights Shares (in their nil-paid and fully-paid forms) and to do all such acts and things, to sign and execute all such further documents and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder and to make or agree such variations, amendment or waiver as they may in their discretion consider to be desirable and in the interests of the Company.”

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

Hong Kong, 7 November 2016

*Registered Office:*

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

*Principal place of business in Hong Kong:*

31st Floor  
Guangdong Finance Building  
88 Connaught Road West  
Sheung Wan  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In the case of joint holders of a share if more than one of such joint holders be present at any 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 in respect of the joint holding.
4. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or their authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. Completion and return of a proxy form will not preclude a member from attending or voting in person at the above meeting or any adjourned meeting thereof, should he so wish.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the meeting will demand that all resolutions will be voted by way of poll at the meeting.

*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.*