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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Heng Tai Consumables Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is provided for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Heng Tai Consumables Group Limited.

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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: 0197)**

- (1) RE-ELECTION OF DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(3) BONUS ISSUE OF SHARES;  
(4) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 December 2010 at 10:30 a.m. is set out on pages 25 to 30 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) under “Latest Listed Companies Information” and on the website of the Company at [www.hengtai.com.hk](http://www.hengtai.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

26 November 2010

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# CONTENTS

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	<i>Page</i>
<b>Expected Timetable</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
Introduction .....	7
Re-election of Directors .....	8
The General Mandate and the Repurchase Mandate .....	8
The Final Dividend, the Bonus Issue and Closure of Register .....	10
The Proposed Refreshment .....	13
The AGM .....	15
Responsibility Statement of Directors .....	16
Recommendations .....	16
<b>Appendix I – Details of Directors proposed to be re-elected at the AGM</b> .....	18
<b>Appendix II – Explanatory statement for the Repurchase Mandate</b> .....	21
<b>The AGM Notice</b> .....	25
<i>Accompanying document – Form of Proxy for the AGM</i>	

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## EXPECTED TIMETABLE

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2010

Despatch of this circular and the AGM Notice . . . . .	Friday, 26 November
Last day of trading in Shares cum entitlements to the Final Dividend and the Bonus Issue . . . . .	Monday, 20 December
First day of trading in Shares ex-entitlements to the Final Dividend and the Bonus Issue . . . . .	Tuesday, 21 December
Latest time for lodging transfer forms of Shares to qualify for entitlements to the Final Dividend and the Bonus Issue . . . . .	4:00 p.m. on Wednesday, 22 December
Closure of Register (both dates inclusive) . . . . .	Thursday, 23 December to Tuesday, 28 December
Latest time for lodging forms of proxy for the AGM (in any event not less than 48 hours before the time appointed for the holding of the AGM). . . . .	10:30 a.m. on Sunday, 26 December
Record Date for determination of entitlements to the AGM, the Final Dividend and the Bonus Issue . . . . .	Tuesday, 28 December
Date and time of the AGM . . . . .	10:30 a.m. on Tuesday, 28 December
Register re-opens . . . . .	Wednesday, 29 December

2011

Despatch of cheques for Final Dividend and share certificates for the Bonus Shares . . . . .	on or before Tuesday, 11 January
First day of trading in Bonus Shares on the Stock Exchange . . . . .	Thursday, 13 January

*Notes:*

1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 December 2010 at 10:30 a.m. to consider and, if thought fit, to approve, among other matters, the General Mandate, the Repurchase Mandate and the re-election of retiring Directors
“AGM Notice”	the notice convening the AGM set out on pages 25-30 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time, and “ <b>Article</b> ” shall mean an article of the Articles of Association
“associate”	has the meaning ascribed to this term under the Listing Rules
“Best Global”	Best Global Asia Limited, a company incorporated in the BVI with limited liability and is wholly owned by Mr. Lam Kwok Hing, the Chairman and an executive Director of the Company
“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares on the basis of one Bonus Share for every twenty Shares held by the Qualifying Shareholders whose names appear on the Register on the Record Date and subject to the terms and conditions set out in this circular
“Bonus Share(s)”	new Share(s) to be issued by way of the Bonus Issue
“BVI”	the British Virgin Islands
“Cayman Companies Law”	Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

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## DEFINITIONS

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“CCASS”	the Central Clearing and Settlement System, established and operated by HKSCC
“Company”	Heng Tai Consumables Group Limited, a company incorporated in the Cayman Islands with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance, the Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to this term under the Listing Rules
“Directors”	the directors of the Company
“Existing Mandate”	the general and unconditional mandate granted to the Directors at annual general meeting on 21 December 2009 to allot and issue further new Shares (including issue of options, warrants and other securities convertible into new Shares) not exceeding 20% of the then aggregate nominal value of the issued share capital of the Company (i.e. up to a maximum of 519,058,000 Shares) as at 21 December 2009, the date of the passing of such resolution
“Existing Options”	share options granted and remaining outstanding under the Schemes
“Final Dividend”	the proposed final dividend of HK1 cent per Share in respect of the year ended 30 June 2010 to Shareholders whose names appear on the Register on the Record Date
“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to allot and issue further new Shares (including issue of options, warrants and other securities convertible into new Shares) not exceeding 20% of the then aggregate nominal value of the issued share capital of the Company as at the date of the passing of such resolution
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 November 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Scheme”	the new share option scheme adopted on 21 December 2009
“Old Scheme”	the old share option scheme adopted on 3 December 2001 and amended on 24 September 2005
“Options”	the options granted under the Schemes to subscribe for Shares in accordance with the terms thereof
“Optionholders”	holders of the Existing Options
“Overseas Shareholders”	Shareholders whose addresses as shown in the Register on the Record Date are outside Hong Kong
“Placing”	the placing of up to 400,000,000 existing Shares of the Vendors on a best-effort basis, details of which are set out on the Placing Announcement
“Placing Announcement”	the announcement of the Company dated 23 November 2010 setting out details of the Placing, the Subscription and the termination of the Proposed TDR Issue
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administration Region and Taiwan
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the New Scheme at the AGM

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## DEFINITIONS

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“Proposed TDR Issue”	the proposed issue of Taiwan Depository Receipts on the Taiwan Stock Exchange, details of which are set out in the announcements of the Company dated 28 May 2010 and 31 May 2010, which the application to the relevant regulatory authorities in Taiwan will be withdrawn and terminated details of which are set out in the Placing Announcement
“Qualifying Shareholders”	Shareholders who are entitled to the Bonus Issue, other than those Overseas Shareholders to whom or which the Board, after making reasonable enquiries, considers it necessary or expedient on account either of legal restrictions of the relevant body or stock exchange in that place, not to extend to allotment and issue of the Bonus Shares to them under the Bonus Issue
“Record Date”	Tuesday, 28 December 2010, being the record date for determining entitlements of the Shareholders to the AGM, the Final Dividend and the Bonus Issue
“Register”	the register of members of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the then aggregate nominal value of the issued share capital of the Company as at the date of the passing of such resolution
“Schemes”	collectively, the Old Scheme and the New Scheme
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options that may be granted under the New Scheme and any other share option schemes of the Group which shall not in aggregate exceed 10% of the Shares in issue as at the date of the passing of the relevant resolution for its refreshment
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)

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## DEFINITIONS

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“Share Registrar”	Tricor Tengis Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (or other share registrar as the Company may from time to time appoint)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription by the Vendors for such number of new Shares equivalent to the number of existing Shares actually placed under the Placing
“Substantial Shareholder”	has the meaning ascribed to this term under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Shares Repurchase
“TDR Shares”	not more than 500,000,000 new Shares which may fall to be allotted and issued pursuant to the Proposed TDR Issue
“Vendors”	collectively Best Global and World Invest
“World Invest”	World Invest Holdings Limited, a company incorporated in the BVI with limited liability and is wholly owned by Ms. Lee Choi Lin Joecy, an executive Director of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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## LETTER FROM THE BOARD

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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: 0197)**

*Executive Directors:*

Mr. Lam Kwok Hing (*Chairman*)  
Mr. Chu Ki (*Chief Executive Officer*)  
Ms. Lee Choi Lin, Joecy

*Non-executive Director:*

Ms. Chan Yuk, Foebe

*Independent non-executive Directors:*

Mr. John Handley  
Mr. Poon Yiu Cheung, Newman  
Ms. Mak Yun Chu

*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:*

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

26 November 2010

*To the Shareholders, and for information purpose, the Optionholders*

Dear Sir or Madam,

- (1) RE-ELECTION OF DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(3) BONUS ISSUE OF SHARES;  
(4) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you (i) with the AGM Notice; (ii) information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions; and (iii) information relating to the Final Dividend and the Bonus Issue.

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among others matters, (i) the re-election of Directors; (ii) the Final Dividend; (iii) the grant of the General Mandate; (iv) the grant of the Repurchase Mandate; (v) the extension of the General Mandate to include Shares that may be repurchased pursuant to the Repurchase Mandate and (vi) the refreshment of the Scheme Mandate Limit.

### **2. RE-ELECTION OF DIRECTORS**

According to Article 108, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Lam Kwok Hing, Ms. Chan Yuk, Foebe and Mr. John Handley shall retire from their offices at the AGM. Being eligible, each of them will offer himself/herself for re-election as Director. At the AGM, separate ordinary resolutions will be proposed for each of their re-elections. Their particulars are set out in Appendix I to this circular.

### **3. THE GENERAL MANDATE AND THE REPURCHASE MANDATE**

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

#### **The General Mandate**

The Company has in issue an aggregate of 2,926,924,500 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution to grant the General Mandate to the Directors and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 585,384,900 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

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## LETTER FROM THE BOARD

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Assuming all the 400,000,000 new Shares are allotted and issued upon completion of the Placing and the Subscription (and on the basis that no further Shares will be issued or repurchased by the Company), the Company would have in issue an aggregate of 3,326,924,500 Shares and the Company would then be allowed to allot and issue up to a maximum of 665,384,900 Shares.

A further resolution, if approved at the AGM, will extend the maximum number of Shares that may be issued under the General Mandate set out above by the number of Shares which may be repurchased by the Company under the Repurchase Mandate as described below.

Since the Bonus Shares will not be allotted and issued on or before the AGM, the Bonus Shares will not be taken into account in determining the size of the General Mandate.

Other than the proposed issue of the Bonus Shares, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the Existing Options and the Subscription.

### **The Repurchase Mandate**

Subject to the passing of the proposed resolution to grant the Repurchase Mandate to the Directors and in accordance with the terms therein, the Company would be allowed to repurchase up to a maximum of 292,692,450 Shares, representing 10% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the Repurchase Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

Assuming all the 400,000,000 new Shares are allotted and issued upon completion of the Placing and the Subscription (and on the basis that no further Shares will be issued or repurchased by the Company), the Company would then be allowed to repurchase up to a maximum of 332,692,450 Shares.

The Bonus Shares will not be taken into account in determining the size of the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant the Repurchase Mandate to the Directors. The explanatory statement is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. THE FINAL DIVIDEND, THE BONUS ISSUE AND CLOSURE OF REGISTER

As stated in the announcement issued by the Company dated 28 October 2010 relating to the annual results of the Group for the year ended 30 June 2010, the Board recommends the payment of the final dividend of HK1 cent per share for the year ended 30 June 2010 to Shareholders whose names appear on the Register on the Record Date. The Final Dividend is subject to approval by the shareholders at the AGM and a resolution will be put to the Shareholders for voting at the AGM.

The Board also proposed to make the Bonus Issue in the proportion of one Bonus Share for every twenty Shares held by Qualifying Shareholders whose names appear on the Register on the Record Date. The Bonus Issue is subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares.

Though the Group has decided to reserve more working capital to further sustain the Group's expansion plans in the coming years, the Board has resolved to pay the Final Dividend and make the Bonus Issue as a gesture to thank current Shareholders for their loyalty and support during the past years.

The Bonus Shares, when allotted and issued, will be credited as fully paid and rank *pari passu* in all respects with the existing issued Shares except that they will not rank for the Bonus Issue.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. As at the Latest Practicable Date, there were an aggregate of 2,926,924,500 Shares in issue and 37,777,168 Existing Options and not more than 400,000,000 new Shares may fall to be issued under the Subscription before the Record Date.

Assuming that no further Shares are or will be issued or repurchased, no Existing Options will be converted into Shares and no new Shares will be issued prior to the Record Date, on which basis it is expected 146,346,225 Bonus Shares will be issued under the Bonus Issue and the total number of Shares in issue will then be increased to 3,073,270,725 Shares.

Assuming that all the Existing Options would be converted into Shares and all the 400,000,000 new Shares are allotted and issued prior to the Record Date, on which basis it is expected 168,235,083 Bonus Shares will be issued under the Bonus Issue and the total number of Shares in issue will then be increased to 3,532,936,751 Shares.

Assuming that no Existing Options will be converted into Shares but all the 400,000,000 new Shares are allotted and issued prior to the Record Date, on which basis it is expected 166,346,225 Bonus Shares will be issued under the Bonus Issue and the total number of Shares in issue will then be increased to 3,493,270,725 Shares.

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## LETTER FROM THE BOARD

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### **Condition of the Bonus Issue**

The Bonus Issue is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares.

### **Closure of Register**

The Register will be closed from Thursday, 23 December to Tuesday, 28 December 2010 (both dates inclusive) in order to determine the Shareholders' entitlements to the Final Dividend and the Qualifying Shareholders' entitlements to the Bonus Issue, during which no transfer of Shares will be registered. The last day for dealing in Shares cum entitlements to the Final Dividend and the Bonus Issue will be Monday, 20 December 2010.

To qualify for the Final Dividend and the Bonus Issue, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:00 p.m. on Wednesday, 22 December 2010.

Shareholders and Qualifying Shareholders whose names appear on the Register on the Record Date, i.e. Tuesday, 28 December 2010 will be entitled to the Final Dividend and the Bonus Issue respectively.

### **Overseas Shareholders**

The Directors will consider, taking into the advice of relevant overseas legal advice where applicable, where the issue of the Bonus Shares to Overseas Shareholders with addresses outside Hong Kong would or might, in the absence of compliance with registration or other special formalities in such other places, be unlawful or impracticable. As a result, the Bonus Shares will not be issued to such Overseas Shareholders, if any.

Arrangements will be made for the Bonus Shares which would otherwise be allotted to the Overseas Shareholders to be sold in the market as soon as practicable after dealings in the Bonus Shares commence if a premium, net of expenses, can be obtained. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong currency to such persons at their own risk pro rata to their respective shareholdings in the Company except where the amount payable to individual Shareholder is less than HK\$100, the sale proceeds will not be distributed but will be retained by and for the benefit of the Company.

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## LETTER FROM THE BOARD

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### **Fractions of Bonus Shares**

Fractional entitlements to the Bonus Shares will not be allotted by the Company.

Bonus Shares representing fractional entitlements shall be aggregated and sold and the net proceeds of sale, after deduction of related expenses, will be retained by and for the benefit of the Company.

### **Application for listing and trading arrangements**

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

No part of the issued share capital of the Company is listed on or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought other than the application to be made to the Listing Committee of the Stock Exchange.

The Bonus Shares will be traded in board lots of 5,000 Shares each. Certificates in respect of the Bonus Shares will be sent to the persons entitled thereto at their respective addresses shown in the Register or, in the case of joint holders, to the address of the joint holder whose name stands first in the Register in respect of the joint holding. All such share certificates are expected to be sent by ordinary mail on or before Tuesday, 11 January 2011 at the risk of the persons entitled thereto and neither the Company nor the Registrar will be responsible for any loss or delay in transmission.

Subject to the granting of the listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus 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 Bonus 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 trading day thereafter.

Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Thursday, 13 January 2011 and will be subject to Hong Kong stamp duty.

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## LETTER FROM THE BOARD

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### **Effect of Bonus Issue on Existing Options and the Subscription**

As at the Latest Practicable Date, 37,777,168 Shares would fall to be issued upon exercise of all Existing Options granted under the Existing Scheme and not more than 400,000,000 new Shares may be issued upon completion of the Subscription.

The Board will determine, in their opinion to be fair and reasonable, and in accordance with the terms of the Schemes whether adjustments shall be made as to (i) the number or nominal amount of Shares to be issued upon exercise of each Existing Options so far as unexercised; and/or (ii) the exercise price; and/or (iii) the method of exercise of the Existing Options, provided that any such adjustments shall give the Optionholders the same proportion of the issued share capital of the Company as that to which he was previously entitled, but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value. Notice of any adjustment will be given by the Company to the Optionholders in accordance with the terms of the Schemes.

Assuming completion of the Subscription shall take place on or before the Record Date, the Vendors would be entitled to the Bonus Issue.

### **Taxation**

Shareholders are recommended to consult their professional adviser if they are in any doubts as to the taxation implications of any purchase, holding or disposal of or dealing in the Bonus Shares. It is emphasized that none of the Company, the Directors or any other parties involved in the Bonus Issue accepts responsibility for any tax effects or liabilities of the Shareholders resulting from the purchase, holding or disposal of or dealing in the Bonus Shares.

## **5. THE PROPOSED REFRESHMENT**

Under the New Scheme, the original Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the New Scheme, i.e. 259,529,000 Shares, which represented the maximum number of Shares that might be issued upon the exercise of all Options under the New Scheme and any other share option schemes of the Company. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the aforesaid approval date. However, the Bonus Shares will not be taken into account in calculating the 10% Scheme Mandate Limit as the Bonus Shares will not be issued on or before the date of the AGM where the necessary resolution to approve the refreshed Scheme Mandate Limit will be passed.

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## LETTER FROM THE BOARD

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Since the adoption of the New Scheme, 125,000,000 Options were granted pursuant to the scheme mandate limit approved on 21 December 2009, under which 125,000,000 Options were exercised. As at the Latest Practicable Date, the 125,000,000 Options granted under such scheme mandate limit have utilised about 48% of it. A further 134,529,000 Options for the same number of Shares may be granted under such scheme mandate limit and have not been utilised.

As at the Latest Practicable Date, 37,777,168 Existing Options remain outstanding which were all granted under the old Scheme prior to its termination. No Options under the New Scheme were lapsed or outstanding. Upon exercise of all the 37,777,168 Existing Options outstanding, 37,777,168 Shares, representing approximately 1.3% of the issued share capital of the Company as at the Latest Practicable Date, would fall to be issued.

Pursuant to Rule 17.03 of the Listing Rules, the total number of Shares which may be issued upon the exercise of all options to be granted under the Schemes and any other schemes must not exceed 10% of the Shares in issue as at the date of approval of the refreshed Scheme Mandate Limit. Options previously granted under the Schemes (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Schemes) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Assuming all the 400,000,000 new Shares are allotted and issued upon completion of the Placing and the Subscription (and on the basis that no further Shares will be issued or repurchased by the Company), the maximum number of Shares which may be issued upon the exercise of the Options to be granted under the New Scheme and any other scheme of the Company under the Scheme Mandate Limit as approved will be increased to 332,692,450 Shares.

As at the Latest Practicable Date, the Company has 2,926,924,500 Shares in issue. Pursuant to the terms of the New Scheme and in compliance with the Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the New Scheme and any other schemes of the Company under the Scheme Mandate Limit as approved should be 292,692,450 Shares (assuming no further issue or repurchase of Shares prior to the AGM and not taking into account new Shares which may be issue under the Existing Options and the Subscription), representing 10% of the issued share capital of the Company as at the date of approval of the Proposed Refreshment by the Shareholders at the AGM.

It is proposed that subject to the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM, the Scheme Mandate Limit be refreshed so that the total number of Shares, which may be issued upon exercise of all options to be granted under all of the schemes of the Company, shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the AGM.



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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Scheme and any other schemes at any time will not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

The Proposed Refreshment will enable the Company to grant further Options to eligible persons so as to attract and retain best available personnel and to provide additional incentive or rewards to, inter alia, employees and directors of the Group and eligible persons for their contribution to the Company.

Copy of the Schemes will be available for inspection on working days, Monday to Friday during 10:00 a.m. to 4:00 p.m. at the registered office of the Company at 31st Floor, Guangdong Finance Building, 88 Connaught Road West, Sheung Wan, Hong Kong from 26 November 2010 to 28 December 2010, both dates inclusive.

### **6. THE AGM**

The AGM will be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 December 2010 at 10:30 a.m.. The AGM Notice giving you notice of the AGM is set out on pages 25 to 30 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) under “Latest Listed Companies Information” and on the website of the Company at [www.hengtai.com.hk](http://www.hengtai.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same to the Share Registrar,

**Tricor Tengis Limited, at 26th Floor, Tesbury Centre,  
28 Queen’s Road East, Wanchai, Hong Kong**

as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The Chairman of the AGM will demand that all the resolutions set out in the AGM Notice will be decided by poll in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### 7. RESPONSIBILITY STATEMENT OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 8. RECOMMENDATIONS

The Directors consider the retiring Directors have been serving the Company well during their respective terms in office and believe they will continue to contribute their expertise and dedication to the Group in the coming years.

The Directors consider that although the Group has decided to reserve more working capital to further sustain the Group's expansion plans in the coming years, the payment of the Final Dividend is recommended as a gesture to thank current Shareholders for their loyalty and support during the past years.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for and/or as a means of payment by the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and its net assets and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2010, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

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## LETTER FROM THE BOARD

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The Directors consider that the proposed refreshment of the Scheme Mandate Limit will enable the Group to continue rewarding the staff under the New Scheme.

In view of the reasons set out above and in this circular, the Directors believe that the re-election of Directors, the Final Dividend, the proposed grant of the General Mandate, the Repurchase Mandate and the proposed refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board of  
**Heng Tai Consumables Group Limited**  
**Lam Kwok Hing**  
*Chairman*

**Mr. Lam Kwok Hing**

**Mr. LAM Kwok Hing**, aged 54, is the Chairman and Managing Director of the Company. He has over 25 years' experience in the consumer products industry and worked as a division supervisor in the Consumer Sales Division of Dodwell Hong Kong Limited for 10 years before founding the business of the Group in 1994. Mr. Lam is responsible for the strategic planning, corporate policy, overall management and marketing strategy of the Group. Mr. Lam did not hold any directorship in any other listed company in the past three years.

Except that Mr. Lam is the spouse of Ms. Lee Choi Lin, Joecy, an Executive Director of the Company, Mr. Lam does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, the number of Shares held by Best Global was 380,520,000. The entire issued share capital of Best Global is beneficially owned by Mr. Lam. Mr. Lam is also deemed to be interested in all the shareholding interests held by Ms. Lee and her wholly owned company, World Invest of 134,946,000 Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Lam does not have any interest or is deemed to be interested in any Share of the Company within the meaning of Part XV of the SFO.

Mr. Lam entered into a service agreement with the Company for an initial term of three years commencing on 1 July 2001, which continues thereafter until terminated by either party giving not less than three months' notice in writing to the other party. In accordance with the service agreement, Mr. Lam is entitled to a director emolument, a discretionary management bonus and retirement fund scheme which were determined by reference to his duties and responsibilities to the Company and subject to review by the Remuneration Committee from time to time. His appointment is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. For the financial year ended 30 June 2010, Mr. Lam received a total director emoluments including bonus of HK\$1,962,000.

There is no information relating to Mr. Lam that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the listing Rules.

Save as disclosed herein, there is no other matter concerning Mr. Lam that needs to be brought to the attention of the Shareholders.

**Ms. Chan Yuk, Foebé**

**Ms. CHAN Yuk, Foebé**, aged 41, is an Non-Executive Director of the Company. Ms. Chan holds a Bachelor Degree in Accountancy from the Queensland University of Technology in Australia. Ms. Chan has over 10 years' experience in corporate finance and management. Ms. Chan was appointed as the Executive Director in May 2002 and was re-designed as non-executive Director on 14 December 2005. Ms. Chan is also an Executive Director of China Zenith Chemical Group Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Ms. Chan entered into a service agreement with the Company for a term of one year commencing on 14 December 2005, which continues thereafter until terminated by either party giving not less than three months' notice in writing to the other party. Ms. Chan is entitled to receive a director emolument which was determined by reference to her duties and responsibilities to the Company and subject to review by the Remuneration Committee from time to time. Her appointment is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. For the financial year ended 30 June 2010, Ms. Chan did not receive any director emoluments.

Ms. Chan does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information relating to Ms. Chan that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the listing Rules.

Save as disclosed herein, there is no other matter concerning Ms. Chan that needs to be brought to the attention of the Shareholders.

**Mr. John Handley**

**Mr. John HANDLEY**, aged 66, is an Independent Non-Executive Director of the Company appointed in November 2001. Mr. Handley has a Postgraduate Diploma in Export Marketing and 30 years' experience in marketing consumer products in Australia and the Far East. During the last 20 years, he has completed a number of business consultancy contracts in the PRC and Asia for major European manufacturers. Mr. Handley is a member of the Institute of Export in United Kingdom, a member of the Hong Kong Institute of Marketing and a Voting Member of the Hong Kong Jockey Club. Mr. Handley does not hold any directorship in other listed public companies in the last three years nor other major appointments.

Mr. Handley has entered into a service agreement with the Company for a term of three years expiring on 5 November 2013. Mr. Handley is entitled to receive a director's fee which was determined by reference to his duties and responsibilities to the Company and subject to review by the Remuneration Committee from time to time. His appointment is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. For the financial year ended 30 June 2010, Mr. Handley is entitled to receive a director's fee of HK\$50,000.

Mr. Handley does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information relating to Mr. Handley that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the listing Rules.

Save as disclosed herein, there is no other matter concerning Mr. Handley that needs to be brought to the attention of the Shareholders.

*This Appendix II serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions and obtaining prior Shareholders' approval. The Listing Rules, however, prohibit a company from knowingly purchasing securities on the Stock Exchange from a "connected person" (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his securities to the Company.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,926,924,500 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 292,692,450 fully paid Shares, representing 10% of the total issued Shares as at the date of the AGM.

Assuming all the 400,000,000 new Shares are allotted and issued upon completion of the Placing and the Subscription (and on the basis that no further Shares will be issued or repurchased by the Company), the Company would then be allowed to repurchase up to a maximum of 332,692,450 Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of Cayman Islands, Hong Kong and the memorandum and articles of association of the Company for such purpose.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and its net assets and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2010, being the date of its latest published audited consolidated accounts. The Directors do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
November	0.7810	0.5140
December	0.8190	0.6400
<b>2010</b>		
January	0.9400	0.7000
February	0.7700	0.7000
March	0.8400	0.7300
April	0.8800	0.7500
May	0.7900	0.5800
June	0.7600	0.6300
July	0.7800	0.6600
August	0.9300	0.7600
September	1.4200	0.8600
October	1.6700	1.2300
November (up to and including the Latest Practicable Date)	1.4700	1.3000



**6. DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

Further, no connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him to the Company in the event that the Repurchase Mandate is approved.

**7. DIRECTORS' UNDERTAKING AND MINIMUM PUBLIC HOLDING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Cayman Islands, Hong Kong and the memorandum and articles of association of the Company.

The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

**8. EFFECTS OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases upon 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Best Global Asia Limited, a company wholly owned by Mr. Lam Kwok Hing, Chairman of the Company held about 13.00% of the issued Shares, and World Invest Holdings Limited, a company wholly owned by Ms. Lee Choi Lin, Joecy, a Director, held about 4.61% of the issued Shares. Ms. Lee is the spouse of Mr. Lam and pursuant to the SFO, they are deemed to be interested in the Shares held by the other. Accordingly, each of them is deemed to be interested in aggregate about 17.61% of the issued Shares. Although the Directors have no present intention to repurchase any Shares pursuant to the Repurchase Mandate, if the Directors were to exercise the Repurchase Mandate in full, such Shares would represent approximately 19.57% of the then issued share capital of the Company, which would not give rise to an obligation of them to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

#### **9. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

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## THE AGM NOTICE

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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: 0197)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Heng Tai Consumables Group Limited (the “**Company**”) will be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 December 2010 at 10:30 a.m. to transact the following business:

#### AS ORDINARY BUSINESS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) of the Company and auditors for the year ended 30 June 2010;
2. to approve the recommended final dividend of HK1 cent per Share;
3. to re-elect Directors and to authorise the board of Directors to fix their remuneration;
4. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

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## THE AGM NOTICE

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### AS SPECIAL BUSINESS

5. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company of HK\$0.01 each (the “**Shares**”) and to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares, 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, options, warrants and other securities to subscribe for or convertible into Shares which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares 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:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

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## THE AGM NOTICE

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- (bb) (provided that resolutions nos. 5 and 6 are passed) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (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 or any applicable law of the Cayman Islands to be held; and
- (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 open for a period fixed by the Directors to holders of Shares on the 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 any recognised regulatory body or any stock exchange).”

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## THE AGM NOTICE

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6. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares 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 (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital 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
- (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 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 or any applicable law of the Cayman Islands to be held; and
- (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.”

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## THE AGM NOTICE

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7. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the ordinary resolutions nos. 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 6.”

8. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Stock Exchange granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme (the “Scheme”) of the Company adopted on 21 December 2009 up to a new 10 per cent limit (the “Refreshed Scheme Mandate Limit”) be approved provided that:

- (a) the total number of shares in the share capital of the Company which may be issued upon exercise of options to be granted under the Scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, must not exceed 10 per cent of the number of shares in the share capital of the Company in issue as at the date of passing this resolution;
- (b) options granted prior to the date of passing this resolution under the Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit; and

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## THE AGM NOTICE

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- (c) any director of the Company be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 26 November 2010

*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:*

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

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
4. 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.