
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this Prospectus or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in the Company, you should at once hand the Prospectus Documents to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer 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 Offer 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. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, together with the other documents specified in the section headed "Documents delivered to the Registrar of Companies" in Appendix III to this Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance. The Registrar of Companies in Hong Kong and the SFC take no responsibility as to the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.



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)

OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE

The Latest Time for Acceptance and payment for the Offer Shares and the excess Offer Shares is at 4:00 p.m. on Friday, 5 December 2014 or such other time as may be agreed between the Company and the Underwriter. The procedures for application of and payment for the Offer Shares and the excess Offer Shares are set out on pages 18 to 20 of this Prospectus.

The Open Offer is conditional upon, inter alia, the fulfillment of the conditions set out under the section headed "Conditions of the Open Offer and the Underwriting Agreement" in this Prospectus. If the Underwriter terminates the Underwriting Agreement or if the conditions to the Underwriting Agreement have not been fulfilled as set out in the sections headed "Conditions of the Open Offer and the Underwriting Agreement" and "Termination of the Underwriting Agreement" on pages 8, 14 and 15 of this Prospectus, the Open Offer will not proceed. Shareholders should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they are recommended to consult their professional adviser.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 11 November 2014 and that dealings in the Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares on ex-entitlement basis will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating dealings in the Shares are recommended to consult their professional adviser.

21 November 2014

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DEFINITIONS

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

“Agri-Products Business”	the trading of agri-products and the upstream farming business
“Announcement”	the announcement of the Company dated 24 October 2014 in relation to, among others, the Open Offer
“Application Form”	the application form for use by the Qualifying Shareholders to apply for the Offer Shares under the Open Offer
“Best Global”	Best Global Asia Limited, a company incorporated in the BVI with limited liability and its entire issued share capital is beneficially owned by Mr. Lam
“Board”	the board of directors of the Company or a duly authorised committee thereof
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which the Stock Exchange is open for the business of dealing in securities
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Company”	Heng Tai Consumables Group Limited, a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the main board of the Stock Exchange
“Conditions Precedent”	the conditions precedent of the Underwriting Agreement as set out in the section headed “Conditions of the Open Offer and the Underwriting Agreement”
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Directors”	directors of the Company
“Directors Options”	collectively 143,367,000 Options under Ms. Hung Options, Ms. Gao Options, Ms. Chan Options, Mr. Handley Options, Ms. Mak Options and Mr. Poon Options

DEFINITIONS

“Directors Options Undertakings”	collectively Ms. Hung’s Undertaking, Ms. Gao’s Undertaking, Ms. Chan’s Undertaking, Mr. Handley’s Undertaking, Ms. Mak’s Undertaking and Mr. Poon’s Undertaking
“Excess Application Form”	the excess application form for use by the Qualifying Shareholders who wish to apply for Offer Shares in excess of their entitlements under the Open Offer
“Excluded Shareholders”	the Overseas Shareholders whom the Directors, having made enquiry regarding the legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient not to offer the Offer Shares to such Overseas Shareholders on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“FMCG Trading Business”	the trading of packaged foods, beverages, household consumable products, cold chain products and cosmetics and skincare products
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	24 October 2014, being the last trading day of the Shares on the Stock Exchange prior to the issue of the Announcement
“Latest Practicable Date”	18 November 2014, being the latest practicable date for ascertaining certain information for inclusion in this Prospectus prior to its publication
“Latest Time for Acceptance”	4:00 p.m. on Friday, 5 December 2014 or such later date as the Company may determine as the latest time for acceptance of the application and payment for the Offer Shares and the excess Offer Shares
“Latest Time for Termination”	at 4:00 p.m. on the Business Day immediately following the Latest Time for Acceptance, which is expected to be Monday, 8 December 2014 for the Underwriter to terminate the Underwriting Agreement

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Logistics Services Business”	the provision of cold chain logistics services and value-added post-harvest food processing
“Mr. Handley”	Mr. John Handley, an independent non-executive Director
“Mr. Handley Options”	21,394,500 Options held by Mr. Handley entitling him to convert into 21,394,500 Shares
“Mr. Handley’s Undertaking”	an irrevocable undertaking given by Mr. Handley in favour of the Company and the Underwriter not to exercise any of the right under Mr. Handley Options to convert part or all of them into Shares before completion of the Open Offer
“Mr. Lam”	Mr. Lam Kwok Hing, who beneficially owns 100% shareholding of Best Global and being the Chairman, Chief Executive Officer and the executive Director of the Company
“Mr. Poon”	Mr. Poon Yiu Cheung, Newman, an independent non-executive Director
“Mr. Poon Options”	21,394,500 Options held by Mr. Poon entitling him to convert into 21,394,500 Shares
“Mr. Poon’s Undertaking”	an irrevocable undertaking given by Mr. Poon in favour of the Company and the Underwriter not to exercise any of the right under Mr. Poon Options to convert part or all of them into Shares before completion of the Open Offer
“Ms. Chan”	Ms. Chan Yuk, Foebe, a non-executive Director
“Ms. Chan Options”	19,183,500 Options held by Ms. Chan entitling her to convert into 19,183,500 Shares
“Ms. Chan’s Undertaking”	an irrevocable undertaking given by Ms. Chan in favour of the Company and the Underwriter not to exercise any of the right under Ms. Chan Options to convert part or all of them into Shares before completion of the Open Offer
“Ms. Gao”	Ms. Gao Qin Jian, an executive Director
“Ms. Gao Options”	30,000,000 Options held by Ms. Gao entitling her to convert into 30,000,000 Shares

DEFINITIONS

“Ms. Gao’s Undertaking”	an irrevocable undertaking given by Ms. Gao in favour of the Company and the Underwriter not to exercise any of the right under Ms. Gao Options to convert part or all of them into Shares before completion of the Open Offer
“Ms. Hung”	Ms. Hung Sau Yung, Rebecca, an executive Director
“Ms. Hung Options”	30,000,000 Options held by Ms. Hung entitling her to convert into 30,000,000 Shares
“Ms. Hung’s Undertaking”	an irrevocable undertaking given by Ms. Hung in favour of the Company and the Underwriter not to exercise any of the right under Ms. Hung Options to convert part or all of them into Shares before completion of the Open Offer
“Ms. Lee”	Ms. Lee Choi Lin, Joecy, an executive Director
“Ms. Mak”	Ms. Mak Yun Chu, an independent non-executive Director
“Ms. Mak Options”	21,394,500 Options held by Ms. Mak entitling her to convert into 21,394,500 Shares
“Ms. Mak’s Undertaking”	an irrevocable undertaking given by Ms. Mak in favour of the Company and the Underwriter not to exercise any of the right under Ms. Mak Options to convert part or all of them into Shares before completion of the Open Offer
“Offer Shares”	1,091,075,178 new Shares proposed to be issued by the Company pursuant to the Open Offer
“Open Offer”	the issue by way of an open offer, subject to the fulfilment of the Conditions Precedent, for subscription by the Qualifying Shareholders on the basis of one Offer Share for every five existing Shares held by a Qualifying Shareholder on the Record Date at the Subscription Price payable in full on application and otherwise on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Options”	options granted pursuant to the Share Option Schemes entitling the holders to convert into Shares on exercise of the options
“Overseas Shareholders”	Shareholders with registered addresses as shown in the register of members of the Company on the Record Date which are outside Hong Kong

DEFINITIONS

“Prospectus”	this prospectus in relation to the Open Offer
“Prospectus Documents”	collectively, the Prospectus, the Application Form and the Excess Application Form
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	the date by reference to which entitlements to the Open Offer will be determined being Monday, 17 November 2014
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Share Option Schemes”	collectively (i) the old share option scheme of the Company adopted on 3 December 2001 and amended on 24 September 2005; and (ii) the new share option scheme adopted on 21 December 2009
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Storm Warning”	a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning
“Subscription Price”	the issue price of HK\$0.07 per Offer Share
“subsidiary”	the meaning ascribed to it under Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“Underwriter”	Best Global, being a substantial shareholder of the Company

DEFINITIONS

“Underwriting Agreement”	the underwriting agreement dated 24 October 2014 and entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	965,218,189 Offer Shares that the Underwriter has agreed to subscribe, which are not subscribed by the Qualifying Shareholders (other than Best Global) pursuant to the Underwriting Agreement
“World Invest”	World Invest Holdings Limited, a company incorporated in the BVI with limited liability and its entire issued share capital is beneficially owned by Ms. Lee, an executive Director and the spouse of Mr. Lam
“%”	per cent

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments.

All times and dates in this Prospectus refer to Hong Kong times and dates.

EXPECTED TIMETABLE

The expected timetable for the Open Offer is set out below: Dates and deadlines specified below are indicative only and may be varied by agreement between the Company and the Underwriter to the extent permissible under the terms of the Underwriting Agreement and by applicable laws and regulations. The Company will notify the Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

2014

Despatch of the Prospectus Documents	Friday, 21 November
Latest Time for Acceptance and payment for the Offer Shares and the excess Offer Shares (<i>Note</i>)	4:00 p.m. on Friday, 5 December
Latest Time for Termination of the Underwriting Agreement by the Underwriter	4:00 p.m. on Monday, 8 December
Announcement of the results of the Open Offer	Monday, 15 December
Despatch of certificates for Offer Shares	On or before Tuesday, 16 December
Despatch of refund cheques	On or before Tuesday, 16 December
Expected first day of dealings in Offer Shares	9:00 a.m. on Wednesday, 17 December

Note:

Effect of bad weather on the Latest Time for Acceptance and payment for the Offer Shares

The Latest Time for Acceptance will not take place if there is a Storm Warning:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 5 December 2014. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day;
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 5 December 2014. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Friday, 5 December 2014, the dates mentioned in the “Expected timetable” section may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, at or prior to the Latest Time for Termination (provided that for this purposes if the date of the Latest Time for Termination shall be a Business Day on which a Storm Warning is or remains hoisted between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next Business Day on which no Storm Warning is or remains hoisted between 9:00 a.m. and 4:00 p.m. on that day), the Company commits any material breach or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement which breach or omission will have a material and adverse effect on its business, financial or trading position, the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement, or if the conditions of the Underwriting Agreement are not fulfilled in accordance with the terms thereof, the Open Offer will not proceed. A further announcement will be made if the Underwriting Agreement is terminated by the Underwriter or the Open Offer will not proceed.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lam Kwok Hing (*Chairman*)

Ms. Lee Choi Lin, Joecy

Ms. Hung Sau Yung, Rebecca

Ms. Gao Qin Jian

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Ms. Chan Yuk, Foebe

*Head Office and Principal Place of
Business in Hong Kong:*

31st Floor

Guangdong Finance Building

88 Connaught Road West

Sheung Wan

Hong Kong

Independent Non-executive Directors:

Mr. John Handley

Ms. Mak Yun Chu

Mr. Poon Yiu Cheung, Newman

21 November 2014

To the Qualifying Shareholders

Dear Sir/Madam,

**OPEN OFFER ON THE BASIS OF ONE OFFER
SHARE FOR EVERY FIVE EXISTING SHARES HELD ON
THE RECORD DATE**

INTRODUCTION

As set out in the Announcement, the Company proposes to make the Open Offer, subject to the fulfillment of the Conditions Precedent, of a total of 1,091,075,178 Offer Shares for subscription by the Qualifying Shareholders on the basis of one Offer Share for every five existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price payable in full on application and otherwise on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents. To qualify for the Open Offer, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be an Excluded Shareholder.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with further information in relation to the Open Offer, including procedures for application and payment and certain financial information and other information in respect of the Company.

OPEN OFFER

On Friday, 24 October 2014, after trading hours, the Company entered into the Underwriting Agreement with the Underwriter in respect of the Open Offer and details of the Open Offer are set out below:

Principal Terms of the Open Offer

Basis of the Open Offer:	One Offer Share for every five existing Shares held on the Record Date
Number of existing Shares in issue as at the Record Date:	5,455,375,891 Shares
Number of Offer Shares:	1,091,075,178 Offer Shares
Subscription Price:	HK\$0.07 per Offer Share payable in cash and in full upon application
Amount to be raised:	Approximately HK\$76.4 million before costs and expenses
Number of Offer Shares irrevocably undertaken to be subscribed by the Underwriter:	125,856,989 Offer Shares
Number of Offer Shares underwritten by the Underwriter:	965,218,189 Offer Shares

The Underwriter will also apply for all the Offer Shares in excess of its entitlements under the Open Offer notwithstanding it has agreed to underwrite such Offer Shares.

As at the Latest Practicable Date, the Company has 455,046,000 Options outstanding granted under the Share Option Schemes. Save for the Options, the Company has no other outstanding warrants, options or securities convertible into or exchangeable for Shares.

LETTER FROM THE BOARD

The Subscription Price

The Subscription Price for the Offer Share is HK\$0.07 per Offer Share payable in cash and in full upon application by a Qualifying Shareholder. The Subscription Price of HK\$0.07 per Offer Share represents:

- (a) a discount of approximately 37.5% to the closing price of HK\$0.112 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 39.2% to the average closing price of HK\$0.1152 per Share for the last five consecutive trading days up to and including the Last Trading Day;
- (c) a discount of approximately 41.6% to the average closing price of HK\$0.1198 per Share for the last ten consecutive trading days up to and including the Last Trading Day;
- (d) a discount of approximately 33.3% to the theoretical ex-entitlement price of HK\$0.105 per Share calculated based on the closing price as quoted on the Stock Exchange on the Last Trading Day;
- (e) a discount of approximately 46.6% to the closing price of HK\$0.131 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (f) a discount of approximately 86% to the audited consolidated net assets value per Share of approximately HK\$0.50 as at 30 June 2014 (based on the audited consolidated net assets value of the Group of approximately HK\$2,723,555,000 as at 30 June 2014 over 5,455,375,891 Shares in issue as at the Latest Practicable Date).

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the prevailing market price of the Shares under prevailing market conditions. Each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to his shareholding in the Company on the Record Date and is also entitled to apply for excess Offer Shares in addition to their entitlements under the Open Offer. The Directors consider that the terms of the Open Offer are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Taking into account the estimated expenses in connection with the Open Offer, the net price per Offer Share is expected to be approximately HK\$0.069, upon full acceptance of the Offer Shares.

Basis of allotment

The basis of allotment shall be one Offer Share for every five existing Shares held on the Record Date.

Status of the Offer Shares

The Offer Shares, when allotted, issued and fully paid, shall rank pari passu in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares, including the right to receive all future dividends and distributions which may be declared, made or paid on or after such date.

LETTER FROM THE BOARD

Fractions of the Offer Shares

The Company will not offer fractions of Offer Shares to the Qualifying Shareholders and fractional entitlements will be rounded down to the nearest whole number of the Offer Shares. However, the Offer Shares arising from the aggregation of fractional entitlements will be first made available for excess applications by the Qualifying Shareholders who wish to apply for a number of Offer Shares which exceeds their entitlements under the Open Offer. The balance (if any) will be underwritten by the Underwriter.

Share Certificates and Refund Cheques for the Offer Shares

Subject to the fulfilment of the Conditions Precedent as set out in the section headed “Conditions of the Open Offer and the Underwriting Agreement” in this Prospectus, share certificates for all fully-paid Offer Shares are expected to be posted to Qualifying Shareholders who have validly accepted and applied for (where appropriate), and paid for the Offer Shares on or before Tuesday, 16 December 2014 by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares (if any) are expected to be posted on or before Tuesday, 16 December 2014 by ordinary post at their own risk. If the Open Offer is terminated, refund cheques will be despatched on or before Tuesday, 16 December 2014 by ordinary post at the respective Shareholders 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.

Qualifying Shareholders and Excluded Shareholders

The Company will send (a) the Prospectus Documents to the Qualifying Shareholders; and (b) if permissible, the Prospectus and for information purpose only to the Excluded Shareholders.

The Open Offer is only available to the Qualifying Shareholders. To qualify for the Open Offer, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and must not be an Excluded Shareholder.

In order to be registered as a member at the close of business on the Record Date, all transfers accompanied by the relevant share certificates must have been lodged with the Company’s branch share registrar in Hong Kong,

**Union Registrars Limited
18th Floor, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong**

**(New Address:
A18/F Asia Orient Tower
Town Place 33 Lockhart Road
Wanchai
Hong Kong
with effect from 1 December 2014)**

for registration not later than 4:00 p.m. on Wednesday, 12 November 2014.

LETTER FROM THE BOARD

According to the register of members of the Company as at the Record Date, there was no Shareholder whose address as shown on the register of members of the Company was in a place outside Hong Kong.

Those Qualifying Shareholders who do not take up the Offer Shares to which they are entitled to should note that their shareholdings in the Company will be diluted upon completion of the Open Offer.

In any event, it is the responsibility of the ultimate beneficial owners of the Qualifying Shareholders receiving the Prospectus Documents and wishing to take up the Offer Shares under the Open Offer to satisfy themselves as to the full observance of the laws of the relevant territory or jurisdiction, including obtaining any governmental or other consents or observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection with taking up any Offer Shares. If you are in any doubt as to your position, you should consult your professional adviser.

UNDERWRITING ARRANGEMENT

Underwriting Agreement

Date:	Friday, 24 October 2014 (after trading hours)
Issuer:	The Company
Underwriter:	Best Global
Number of Underwritten Shares:	All Offer Shares, other than those undertaken to be subscribed by the Underwriter
Underwriting fee:	No underwriting fee

As at the Latest Practicable Date, the Underwriter was beneficially interested in 629,284,948 Shares, representing approximately 11.54% of the existing issued share capital of the Company. The Underwriter is a company incorporated in the BVI with limited liability and its principal activities is the investment in, and holding of the 629,284,948 Shares and the entire issued share capital of which is wholly and beneficially owned by Mr. Lam. Its ordinary course of business does not involve in carrying out any underwriting activities.

Pursuant to the Underwriting Agreement, the Underwriter has (1) irrevocably undertaken to the Company that it will accept and subscribe for all the Offer Shares it will be entitled under the Open Offer, being 125,856,989 Offer Shares; and (2) agreed to underwrite and subscribe for any Offer Shares which are not taken up by the Qualifying Shareholders pursuant to their assured entitlements under the Open Offer and not validly applied for by excess applications.

LETTER FROM THE BOARD

No underwriting fee shall be payable to the Underwriter of its underwriting obligations and taking up of the Offer Shares which have not been taken up by the Qualifying Shareholders and not taken by excess application. The Company considers that no underwriting fee charged by the Underwriter is beneficial to the Company and allows the Company to reduce significantly the costs and expenses in conducting the Open Offer if a registered brokerage firm or an investment bank is appointed as the underwriter.

As at the Latest Practicable Date, the Board had not received any information from any substantial Shareholders, other than the Underwriter, of their intention to take up their entitlements under the Open Offer.

Directors Options Undertakings

Pursuant to the Underwriting Agreement, the Company has procured, and each of Ms. Hung, Ms. Gao, Ms. Chan, Mr. Handley, Ms. Mak and Mr. Poon (each a Director) has given an irrevocable undertaking in favour of the Company and the Underwriter not to exercise any of the rights under their respective Directors Options to convert part or all of the Options they are holding respectively into Shares before completion of the Open Offer.

Termination of the Underwriting Agreement

If, at or prior to the Latest Time for Termination (provided that for this purposes if the date of the Latest Time for Termination shall be a Business Day on which a Storm Warning is or remains hoisted between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next Business Day on which no Storm Warning is or remains hoisted between 9:00 a.m. and 4:00 p.m. on that day), the Company commits any material breach or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement which breach or omission will have a material and adverse effect on its business, financial or trading position, the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement, or if the conditions of the Underwriting Agreement are not fulfilled in accordance with the terms thereof, the Open Offer will not proceed. A further announcement will be made if the Underwriting Agreement is terminated by the Underwriter or the Open Offer will not proceed.

LETTER FROM THE BOARD

Conditions of the Open Offer and the Underwriting Agreement

The Open Offer is subject to the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms. The Underwriting Agreement is conditional upon the following Conditions Precedent being fulfilled:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents (and all other documents required to be attached thereto) duly signed by two Directors (or by their agents duly authorised in writing) as confirmation of their having been approved by resolution of the Directors not later than the date of the Prospectus and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and, if permissible, the posting of the Prospectus and for information purpose only to the Excluded Shareholders;
- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Offer Shares either unconditionally or subject to conditions which the Company accepts and the satisfaction of such conditions (if any);
- (d) if required, the endorsement, sanction, consent or approval of all other relevant judicial government or regulatory authorities in relation to the Underwriting Agreement having been obtained and not having been revoked;
- (e) the performance of the Directors Options Undertakings; and
- (f) the obligations of the Underwriter not being terminated by the Underwriter in accordance with the terms of the Underwriting Agreement.

All Conditions Precedents are incapable of being waived. If any of the Conditions Precedents are not fulfilled on or before the Latest Time for Termination (or such later date as the Company and the Underwriter may agree in writing), the Underwriting Agreement shall be terminated and save for any rights or obligations which may have accrued under the Underwriting Agreement prior to such termination, no party shall have any claim against the other party for costs, damages, compensation or otherwise.

If the Underwriting Agreement is terminated, the Open Offer will not proceed.

REASONS FOR THE OPEN OFFER AND THE USE OF PROCEEDS

The Group is principally engaged in (i) the FMCG Trading Business; (ii) the Agri-Products Business; and (iii) the Logistics Services Business.

LETTER FROM THE BOARD

The Board plans to expand its FMCG Trading Business and Logistics Services Business (i) in the North Eastern region of the PRC by leasing additional long-term and equipping and upgrading logistics and storage facilities (the “**North East Expansion Plan**”); and (ii) in Shanghai by upgrading existing logistics facilities (the “**Shanghai Expansion Plan**”) in order to cater for additional storage and logistics business demand in these areas from its existing and potential new customers. Currently, the Group has leased about 4,000 sq. m. logistics and storage capacities in the north eastern region of China where around 80% of such capacities have continuously been utilized, and all the capacities were fully utilized during peak seasons. As part of the Group’s business strategy focus shift to the traditional FMCG Trading Business and Logistics Services Business, the Group plans to lease up to 10,000 sq. m. additional storage and logistics capacities in the north eastern region. The Group will look for, and enter into long-term lease(s) of suitable or existing logistics facilities in the region and utilize the proceeds for the North East Expansion Plan to pay for the lease(s) premiums and any remaining proceeds to upgrade the facilities.

As regards the Shanghai Expansion Plan, the Group considers that the Shanghai logistics centre complex was completed in and commenced operation since 2004, it becomes necessary to carry out major upgrading and improvement works to the existing facilities so as to increase its handling capabilities and maintain its competitiveness.

Both the North East and Shanghai Expansion Plans are expected to be completed within the current financial year ending 30 June 2015.

In view of the above plans, the Board considers that raising funds by way of the Open Offer would be the most appropriate way in the current volatile financial market and taking into account the depressed trading price of the Shares so that the Qualifying Shareholders would be able to participate in the potential future growth of the Group and to maintain its shareholding percentage.

The estimated gross proceeds from the Open Offer will be approximately HK\$76.4 million and the net proceeds will be approximately HK\$75.6 million (after deducting the costs and expenses in relation to the Open Offer which is estimated to be around HK\$800,000 and payable by the Company).

Based on preliminary estimates, the Board intends to earmark about HK\$40 million of the net proceeds for implementing the North East Expansion Plan, about HK\$30 million of the net proceeds for implementing the Shanghai Expansion Plan and the remaining proceeds as general working capital for the Group.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company did not conduct any fund raising exercise during the past 12 months immediately preceding the Latest Practicable Date.

APPLICATION FOR LISTING

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. Dealings in the Offer Shares on the Stock Exchange will be subject to the payment of stamp duty in Hong Kong, Stock Exchange trading fee, SFC transaction levy and other applicable fees and charges in Hong Kong.

LETTER FROM THE BOARD

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer 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 Offer 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. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Offer Shares will have the same board lot size of 5,000 Shares per board lot.

CHANGES IN SHAREHOLDING STRUCTURE

Assuming that (a) the Open Offer proceeds and is completed; (b) the assured allotment of the Underwriter under the Open Offer are applied for in full; and (c) there is no change in the shareholding structure of the Company from the Latest Practicable Date to the date immediately before completion of the Open Offer, set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately after completion of the Open Offer for illustration purpose only:

	As at the Latest Practicable Date		Immediately after completion of the Open Offer assuming all Qualifying Shareholders take up their respective entitlements under the Open Offer		Immediately after completion of the Open Offer assuming no Qualifying Shareholders, except the Underwriter, take up their respective entitlements under the Open Offer and no Qualifying Shareholder apply for any excess Offer Shares	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Underwriter	629,284,948	11.54	755,141,938	11.54	1,720,360,126	26.28
World Invest	223,166,947	4.09	267,800,336	4.09	223,166,947	3.41
Sub total	852,451,895	15.63	1,022,942,274	15.63	1,943,527,073	29.69
Public Shareholders	4,602,923,996	84.37	5,523,508,795	84.37	4,602,923,996	70.31
Total	5,455,375,891	100.00	6,546,451,069	100.00	6,546,451,069	100.00

Note: The number of shares and percentage figures included in the above table have been subject to rounding adjustments.

LETTER FROM THE BOARD

PROCEDURES FOR APPLICATION AND PAYMENT

Application for the Offer Shares

The Application Form is enclosed with this Prospectus (only applicable to those Qualifying Shareholders) which entitles the Qualifying Shareholders to whom it is addressed to apply for the number of Offer Shares as shown therein subject to payment in full by the Latest Time for Acceptance. Qualifying Shareholders should note that they may apply for any number of Offer Shares assured only up to the number set out in the Application Form.

If the Qualifying Shareholders wish to apply for all the Offer Shares offered to them as specified in the Application Form or wish to apply for any number less than their assured entitlement under the Open Offer, they must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with remittance for the full amount payable in respect of such number of Offer Shares they have applied with the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (address to be changed to A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong with effect from 1 December 2014) by no later than 4:00 p.m. on Friday, 5 December 2014. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HENG TAI CONSUMABLES GROUP LIMITED – OPEN OFFER" and crossed "Account Payee Only".

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the Company's branch share registrar, Union Registrars Limited, by no later than 4:00 p.m. on Friday, 5 December 2014, the assured entitlement under the Open Offer and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

The Company will not offer fractions of Offer Shares to the Qualifying Shareholders and fractional entitlements will be rounded down to the nearest whole number of the Offer Shares. However, the Offer Shares arising from the aggregation of fractional entitlements will be first made available for excess applications by the Qualifying Shareholders who wish to apply for a number of Offer Shares which exceeds their entitlements under the Open Offer. The balance (if any) will be underwritten by the Underwriter.

Application for excess Offer Shares

The Offer Shares to which the Excluded Shareholders would otherwise have been entitled, any assured allotments of Offer Shares which have not been accepted by Qualifying Shareholders, and Offer Shares created by aggregation of fractional Offer Shares, will be available for excess application by the Qualifying Shareholders. Qualifying Shareholders will have the right to apply for any Offer Shares in excess of their own assured allotments under the Application Forms but are not assured of being allocated any Offer Shares in excess of those in their assured allotments. The Directors will allocate the excess Offer Shares at their absolute discretion on a fair and equitable basis, and the excess Offer Shares will be allocated to Qualifying Shareholders, who have applied for excess Offer Shares, on a pro-rata basis based on the number of the excess Offer Shares applied by them.

LETTER FROM THE BOARD

No preference will be given to topping up odd lots to whole board lots. Shareholders who have been offered odd lots of the Offer Shares should note that there is no guarantee that such odd lots of the Offer Shares will be topped up to create whole board lots pursuant to applications for excess Offer Shares.

Application for excess Offer Shares should be made by completing the Excess Application Form enclosed with this Prospectus and lodging the same in accordance with the instructions printed thereon, together with remittance for the full amount payable in respect of such number of excess Offer Shares they have applied with the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (address to be changed to A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong with effect from 1 December 2014) by no later than 4:00 p.m. on Friday, 5 December 2014. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "HENG TAI CONSUMABLES GROUP LIMITED – EXCESS APPLICATION" and crossed "Account Payee Only". The Company's branch share registrar will notify the Qualifying Shareholders of any allotment of the excess Offer Shares made to them.

It should be noted that unless the duly completed and signed Excess Application Form, together with the appropriate remittance, have been lodged with the Company's branch share registrar, Union Registrars Limited, by no later than 4:00 p.m. on Friday, 5 December 2014, the Excess Application Form is liable to be rejected.

Qualifying Shareholders should note that the number of excess Offer Shares which may be allocated to them may be different where they make applications for excess Offer Shares by different means, such as making applications in their own names as against through nominees who also hold Shares for other Shareholders or investors. Qualifying Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Offer Shares will not be extended to beneficial owners individually. Investors with their Shares held by a nominee company have been advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owners prior to the Record Date as set out in the Announcement. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

General

All cheques or cashier orders will be presented for payment immediately following receipt and all interest earned on such application monies will be retained for the benefit of the Company. Any Application Form or Excess Application Form in respect of which the cheque or cashier order is dishonoured on first presentation is liable to be rejected, and in that event the relevant entitlements of the Qualifying Shareholders or the application for excess Offer Shares (as the case may be) under the Open Offer will be deemed to have been declined and will be cancelled.

LETTER FROM THE BOARD

The Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of applying for, holding, disposing of or dealing in the Offer Shares. None of the Company, the Directors or any other parties involved in the Open Offer accepts responsibility of any tax effects or liabilities of holders of the Offer Shares resulting from the application for, holding, disposal of, or dealing in the Offer Shares.

Both the Application Form and the Excess Application Form are for the use by the persons named therein only and is not transferable. No receipt will be issued in respect of any application monies received.

WARNING OF THE RISK OF DEALING IN THE SHARES

The Open Offer is conditional upon, inter alia, the fulfillment of the conditions set out under the section headed “Conditions of the Open Offer and the Underwriting Agreement” in this Prospectus. If the Underwriter terminates the Underwriting Agreement or if the conditions to the Underwriting Agreement have not been fulfilled as set out in the sections headed “Conditions of the Open Offer and the Underwriting Agreement” and “Termination of the Underwriting Agreement” on pages 8, 14 and 15 of this Prospectus, the Open Offer will not proceed. Shareholders should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they are recommended to consult their professional adviser.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 11 November 2014 and that dealings in the Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares on ex-entitlement basis will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholder or other person contemplating dealings in the Shares are recommended to consult their professional adviser.

GENERAL

The Open Offer is not subject to Shareholders’ approval.

Your attention is drawn to the information contained in Appendices to this Prospectus.

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

1. THREE-YEAR FINANCIAL INFORMATION

Financial information of the Group for each of the three years ended 30 June 2012, 2013 and 2014 were disclosed in the annual reports of the Company for the years ended 30 June 2012 (pages 25 to 76 at <http://www.irasia.com/listco/hk/hengtai/annual/ar99715-ew0197ar.pdf>), 2013 (pages 25 to 80 at http://www.irasia.com/listco/hk/hengtai/annual/ar115260-e0197_130930_ar.pdf) and 2014 (pages 26 to 84 at <http://202.66.146.82/listco/hk/hengtai/annual/2014/ar2014.pdf>) respectively, which were published on both the websites of the Stock Exchange (www.hkex.com.hk)* and the Company (www.hengtai.com.hk)*. The auditor of the Company has not issued any qualified opinion on the Group's financial statements for the financial years ended 30 June 2012, 2013 and 2014.

* Information contained in the websites of the Stock Exchange and the Company does not form part of this Prospectus.

2. INDEBTEDNESS

At the close of business on 30 September 2014, being the latest practicable date for the purpose of ascertaining certain information relating to this indebtedness statement prior to the printing of this Prospectus, the Group had an aggregate outstanding indebtedness of approximately HK\$41.7 million, which was comprised of:

	At 30 September 2014
	<i>HK\$'000</i>
Bank loans, secured (<i>Note 1</i>)	41,572
Finance lease payables, secured (<i>Note 2</i>)	92
	<hr/>
	41,664
	<hr/> <hr/>
The borrowings are repayable as follows:	
Within one year	41,600
In the second year	19
In the third to fifth years, inclusive	45
	<hr/>
	41,664
	<hr/> <hr/>

Save for the aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, at the close of business on 30 September 2014, the Group did not have any debt securities issued and outstanding, or any other borrowings or indebtedness including bank overdrafts and liabilities under acceptances (other than normal trade payables) or acceptance credits or hire purchases commitments, or any other borrowings subject to mortgages or charges, or any other material contingent liabilities or guarantees.

Note 1: The range of interest rate of the Group's bank loans at 30 September 2014 was from approximately 1.9% per annum to approximately 2.5% per annum, and the Group's bank loans were secured by corporate guarantees executed by the Company and certain subsidiaries of the Company.

Note 2: The Group's finance lease payables were secured by the respective lessors' title to the leased assets, which were two copiers.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the cash flows generated from the operating activities, the financial resources presently available to the Group, the existing banking facilities available and the estimated net proceeds from the Open Offer, the Group has sufficient working capital for its present requirements and for at least twelve months from the date of this Prospectus in the absence of unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

The Directors noticed that the business of our Group had been adversely affected by the challenging operating environment and the change of corporate strategy. The slowdown in China's economy and the fierce competition continued to put great pressure on the Group's operations. China's GDP growth lingered around 7.5% and is expected to remain stable but cannot compare to those over 10% some years ago because the China's government has been pursuing quality over pace in GDP growth. As a result, some tightening policies were launched to deleverage and address issues such as shadow banking, which unavoidably negatively affect the Group's businesses. Further, anti-extravagance campaign implemented by the China's government particularly affected the demand on our high-end imported products. However, following the government has been launching various supportive policies to boost consumption, it is believed that some businesses have already bottomed out, especially the Group's FMCG Trading Business. On the other hand, The Group has been carefully scrutinizing various business operations based on the existing and projected product demands, selling price and cost structures, through which the management determined to cut down several unprofitable operations such as the cultivation of leafy agricultural products in order to reduce operating costs such as labour costs, rental and other cultivation costs as well as redirect resources from unprofitable businesses to traditional trading and logistics businesses.

The Group is in the midst of a restructuring and transformation to shift focus back to the FMCG Trading Business and scale down the upstream farming business. During the restructuring process, a number of impairment losses and expenses incurred arising from the abandonment of some operations, which led to a substantial loss for the financial year ended 30 June 2014. Notwithstanding the above, the Group's financial position remained healthy. More importantly, the restructuring will benefit the Group's long term development to redirect resources to profitable businesses and stop bleeding from unprofitable operations in future.

As at the Latest Practicable Date, save as the above, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 30 June 2014, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

FINANCIAL REVIEW

The Group's income was derived from three business units: (i) the FMCG Trading Business; (ii) the Agri-Products Business; and (iii) the Logistics Services Business. These three businesses come together to form two vertically integrated supply chains allowing the Group to effectively deliver perishable and non-perishable consumer products in China.

As disclosed in the annual report of the Company for the year ended 30 June 2014, the Group generated total revenue of approximately HK\$1,712.1 million as compared to HK\$1,902.1 million for the year ended 30 June 2013, representing a fall of approximately 10.0%. The decline in revenue was mainly attributable to the decline in revenue of the Agri-Products Business by approximately 15.6% as a result of (i) decrease in customers' demand due to sluggish economic conditions in the domestic market and severe competition from local grown produce; (ii) a tight liquidity environment and anti-extravagance sentiment in China reduced the demand for high-end imported fruits; (iii) a stringent credit review assessment adopted by the Group to reduce or even stopped taking orders from customers with gradually slow repayment pattern and weak credibility to ensure collectability; and (iv) the cutting down of certain unprofitable operations. The Group recorded a net loss of approximately HK\$682.4 million for the year ended 30 June 2014. This was mainly attributable to the substantial increase in other operating expenses from approximately HK\$40.4 million for the year ended 30 June 2013 to approximately HK\$495.3 million for the year ended 30 June 2014. The expenses mainly represented impairment losses and provisions for various assets, primarily relating to the upstream farming business, of approximately HK\$409.0 million, provisions of approximately HK\$14.9 million for other receivables and an impairment loss on goodwill of approximately HK\$47.1 million. Further, there had been a decrease of approximately HK\$23.1 million in the fair value of biological assets as a result of the increase in their plantation costs. As at 30 June 2014, the Group also had the total assets of approximately HK\$2,930 million and the total liabilities of approximately HK\$206.5 million.

PROSPECTS

In the coming year, the Group will put emphasis on the FMCG Trading Business as well as investment in its relevant logistics facilities while carefully operate the Agri-Products Business. The Group underwent a significant change over past two years to scale down the upstream farming business and shift back focus to traditionally profitable trading business. Going forward, the Group will focus to enrich the product portfolio by expanding procurement team and extending reach to other new suppliers and regions. On the other hand, the development in e-commerce business will be one of the most important tasks for the Group. The Group has already established a close collaboration with various famous online platforms, beyond which the Group will attempt to establish own online store to sell our products. Furthermore, the Group has been searching investment opportunities to strengthen our logistics facilities to support the FMCG Trading Business and its online trading business. To cope with the rapid growth in China's e-commerce sector, a strong logistics network to enhance delivery efficiency would be crucial for the development in e-commerce business. Therefore, the Group is proactively seeking business opportunities to develop new logistics networks and facilities. For the Agri-Products Business, the Group will focus on agri-products trading business and carefully develop the plantations in the Jiangxi's farming base. In order to better utilize the Group's resources and minimize expenditures on unprofitable and non-core operations, the Group will keep on identifying and improving, or even discontinuing certain operations of this business segment, where appropriate and necessary.

For illustrative purposes only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Open Offer as if it had taken place as at 30 June 2014.

1. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group prepared in accordance with Paragraph 13 of Part B of Appendix 1 and Paragraph 29 of Chapter 4 of the Listing Rules is set out below to illustrate the effect of the Open Offer on the consolidated net tangible assets of the Group as if the Open Offer had been completed on 30 June 2014.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purpose only, based on the judgements and assumptions of the Directors, and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Open Offer been completed as at 30 June 2014 or at any future date.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group is based on the audited consolidated net tangible assets of the Group as at 30 June 2014 and adjusted as described below:

	<i>HK\$'000</i>
Adjusted consolidated net tangible assets as at 30 June 2014 (<i>Note 1</i>)	2,433,479
Estimated net proceeds from the Open Offer (<i>Note 2</i>)	75,600
	<hr/>
Unaudited pro forma adjusted consolidated net tangible assets	2,509,079
	<hr/>
Adjusted consolidated net tangible assets per Share as at 30 June 2014 (<i>Note 3</i>)	HK\$0.446
	<hr/> <hr/>
Unaudited pro forma adjusted consolidated net tangible assets per Share after the Open Offer (<i>Note 4</i>)	HK\$0.383
	<hr/> <hr/>

Notes:

1. It represented the consolidated total net assets of the Group attributable to the owners of the Company of HK\$2,722,939,000 less goodwill of approximately HK\$230,627,000 and other intangible assets of approximately HK\$58,833,000 which are extracted from the audited consolidated statement of financial position of the Group as at 30 June 2014.
2. The estimated total proceeds of the Open Offer is approximately HK\$76,400,000. Expenses associated with the Open Offer are approximately HK\$0.8 million, resulting in a net cash inflow of approximately HK\$75,600,000.
3. The calculation of the adjusted consolidated net tangible assets per Share is based on 5,455,375,891 Shares in issue as at 30 June 2014.

4. The calculation of the unaudited pro forma adjusted consolidated net tangible assets per Share is based on 6,546,451,069 Shares, which is an aggregate of 5,455,375,891 Shares in issue at the Latest Practicable Date and 1,091,075,178 Offer Shares after the completion of the Open Offer.

The following is the full text of a report, prepared for the purpose of incorporation in this Prospectus, from the reporting accountant of the Company, RSM Nelson Wheeler, in respect of the unaudited pro forma financial information of the Group.

**2. ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF
ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**



29th Floor
Caroline Centre
28 Yun Ping Road
Causeway Bay
Hong Kong

21 November 2014

The Board of Directors
Heng Tai Consumables Group Limited
31/F., Guangdong Finance Building
88 Connaught Road West
Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Heng Tai Consumables Group Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company for illustrative purposes only. The pro forma financial information consists of the pro forma adjusted consolidated net tangible assets as at 30 June 2014 as set out on pages 24 and 25 of the prospectus (the “Prospectus”) issued by the Company. The applicable criteria on the basis of which the directors have compiled the pro forma financial information are set out in Section 1 of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the directors to illustrate the impact of the Open Offer on the Group’s net tangible assets as at 30 June 2014 as if the transaction had been taken place at 30 June 2014. As part of this process, information

Directors' Responsibility for the Pro Forma Financial Information

The directors are responsible for compiling the pro forma financial information in accordance with paragraph 13 of Part B of Appendix 1 and paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline ("AG") 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We make no comments regarding the reasonableness of the amount of net proceeds from the Open Offer, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Open Offer and the use of proceeds" set out on page 15 of the Prospectus.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

RSM Nelson Wheeler
Certified Public Accountants
Hong Kong

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and upon completion of the Open Offer were and will be as follows:

Authorised share capital:

<u>10,000,000,000</u>	Shares	<i>HK\$</i> <u>100,000,000.00</u>
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Issued and fully paid:

5,455,375,891	Shares as at the Latest Practicable Date	54,553,758.91
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Proposed to be issued under the Open Offer:

<u>1,091,075,178</u>	Offer Shares	<u>10,910,751.78</u>
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Upon completion of the Open Offer:

<u>6,546,451,069</u>	Shares	<u>65,464,510.69</u>
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All Offer Shares to be issued will rank pari passu in all respects with each other, including as to dividends, voting rights and capital, and with all the Shares in issue as at the date of allotment and issue of the Offer Shares.

The Shares in issue are listed on the Stock Exchange. Subject to the grant of listing of and permission to deal in the Offer Shares by the Listing Committee of the Stock Exchange, the Offer Shares to be issued will be listed on the Stock Exchange.

No part of the share capital or any other securities of the Company is listed or dealt in on any securities exchange other than the Stock Exchange and no application is being made or proposed or sought for the Shares, the Offer Shares or any other securities of the Company to be listed or dealt in on any other securities exchange.

No member of the Group the capital of which is under option, or agreed conditionally or unconditionally to be put under option other than the 455,046,000 Options, which are outstanding as at the Latest Practicable Date.

Details of the Options are as follows:

Name or category of participants	Number of Options As at the Latest Practicable Date	Date of grant of Options	Exercise period of Options	Exercise prices of Options HK\$
Executive directors				
Ms. Hung Sau Yung, Rebecca	30,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Ms. Gao Qin Jian	30,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Non-executive director				
Ms. Chan Yuk, Foebe	19,183,500	15 June 2011	15 June 2011 to 14 June 2016	0.621
Independent non-executive directors				
Mr. John Handley	6,394,500	15 June 2011	15 June 2011 to 14 June 2016	0.621
	15,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Mr. Poon Yiu Cheung, Newman	6,394,500	15 June 2011	15 June 2011 to 14 June 2016	0.621
	15,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Ms. Mak Yun Chu	6,394,500	15 June 2011	15 June 2011 to 14 June 2016	0.621
	15,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Employees (in aggregate)	51,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
Other eligible participants (in aggregate)	115,101,000	15 June 2011	15 June 2011 to 14 June 2016	0.621
	12,789,000	15 June 2011	1 January 2012 to 31 December 2016	0.621
	12,789,000	15 June 2011	1 January 2013 to 31 December 2017	0.621
	120,000,000	6 November 2012	6 November 2012 to 5 November 2017	0.205
	<u>455,046,000</u>			

Save for the said Options, the Company has no other outstanding warrants, options or other securities convertible into or exchangeable for Shares.

3. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO); or (b) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

Directors' and chief executive's interests in the Shares

Name of Directors	Capacity/ Nature of interest	Number of Shares held		Number of underlying Shares	Aggregate percentage of interest as at the Latest Practicable Date
		Long position	Short position		
Mr. Lam Kwok Hing	Interest in controlled corporation and family interest	1,943,527,073 (note 1)	–	–	29.69% (note 4)
Ms. Lee Choi Lin, Joecy	Interest in controlled corporation and family interest	1,943,527,073 (note 2)	–	–	29.69% (note 4)
Ms. Hung Sau Yung, Rebecca	Beneficial interest	–	–	30,000,000 (note 3)	0.55%
Ms. Gao Qin Jian	Beneficial interest	–	–	30,000,000 (note 3)	0.55%
Ms. Chan Yuk, Foebe	Beneficial interest	–	–	19,183,500 (note 3)	0.35%
Mr. John Handley	Beneficial interest	–	–	21,394,500 (note 3)	0.39%
Ms. Mak Yun Chu	Beneficial interest	–	–	21,394,500 (note 3)	0.39%
Mr. Poon Yiu Cheung, Newman	Beneficial interest	–	–	21,394,500 (note 3)	0.39%

- Note 1:* Mr. Lam, the spouse of Ms Lee, is deemed interested in the 1,720,360,126 Shares the Underwriter and 223,166,947 Shares Ms. Lee are interested, and his interests duplicate those of the Underwriter and Ms. Lee.
- Note 2:* Ms. Lee, the spouse of Mr. Lam, is deemed interested in the 1,720,360,126 Shares Mr. Lam is interested and the 223,166,947 Shares held by World Invest, a company incorporated in the BVI wholly and beneficially owned by Ms. Lee, and her interests duplicate those of Mr. Lam and World Invest.
- Note 3:* The number of underlying Shares refers to the number of Shares which may be converted from the Options held by the holder.
- Note 4:* The percentage is calculated based on 6,546,451,069 Shares in issue as enlarged by the allotment and issue of the Offer Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO); or (b) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

4. DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (other than a director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in ten per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

(a) Interests in the Shares

Name of Shareholders	Capacity/	Number of Shares held		Percentage of total holding
	Nature of interest	Long position	Short position	
Best Global (<i>Note</i>)	Beneficiary owner	1,720,360,126	-	26.28%

Note: Of the 1,720,360,126 Shares the Underwriter is interested, the Underwriter beneficially owns as to 629,284,948 Shares and is deemed interested in 125,856,989 Offer Shares which it will be entitled under the Open Offer as a Qualifying Shareholder and 965,218,189 Offer Shares due to its underwriting obligations in its capacity as the underwriter of the Open Offer under the Underwriting Agreement. The percentage is calculated based on 6,546,451,069 Shares in issue as enlarged by the allotment and issue of the Offer Shares.

(b) Interests in other members of the Group

Name of member of the Group	Name of shareholder	Total share capital/ Registered capital	Share capital/ Registered capital the shareholder is interested in
惠東縣裕盛農業有限公司 (Huidong County Yusheng Agriculture Company Limited*)	惠東縣萬信農業有限公司 (Huidong County Wanxin Agriculture Company Limited*)	HK\$10,000,000	10%
惠東縣裕濤農業有限公司 (Huidong County Yutao Agriculture Company Limited*)	惠東縣雅豐農業有限公司 (Huidong County Yafeng Agriculture Company Limited*)	HK\$10,000,000	30%
成武縣金亨農業發展有限公司 (Chengwu County Jinheng Agricultural Development Company Limited*)	成武宏發冷庫 (Chengwu Hongfa Cold Storage*)	RMB5,000,000	30%

Save as disclosed above, the Directors and chief executive of the Company are not aware of any other persons (other than a director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in ten per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, no Directors had any existing or proposed service contracts with the Company or any member of the Group which is not expiring or determinable by the Director within one year without payment of compensation other than statutory compensation.

6. MATERIAL CONTRACTS

The following contracts have been entered into by the Group (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Prospectus and is or may be material:

- (i) the Underwriting Agreement; and
- (ii) the tenancy agreement dated 23 June 2014 and entered into between 惠東縣倫信農業有限公司 (Huidong County Lunxin Agriculture Company Limited*) as the landlord and 惠東縣裕盛農業有限公司 (Huidong County Yusheng Agriculture Company Limited*) as the tenant in relating to the tenancy. (Details please refer to the announcement of the Company dated 24 June 2014.)

* For identification purpose only

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation, arbitration or claims of material importance and no litigation, arbitration or claims of material importance is known to the Directors to be pending or threatened against any member of the Group.

8. INTERESTS IN ASSETS/CONTRACTS OF THE GROUP

None of the Directors had any interest, either direct or indirect, in any assets which had been since 30 June 2014 (being the date to which the latest published audited accounts of the Company were made up) and up to the Latest Practicable Date, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, save for Mr. Lam and Ms. Lee by reason of the Underwriting Agreement entered into by the Underwriter, which is wholly owned by Mr. Lam, and who is the spouse of Ms. Lee, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

9. EXPERT AND CONSENT

The following is the qualification of the expert who had given opinion contained in this Prospectus:

Name	Qualification
RSM Nelson Wheeler	Certified Public Accountants

As at the Latest Practicable Date, RSM Nelson Wheeler did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, and did not have any interest, either direct or indirect, in any assets which had been since 30 June 2014 (being the date to which the latest published audited accounts of the Company were made up) and up to the Latest Practicable Date, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

RSM Nelson Wheeler has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of the respective reports, letters and references to its name in the form and context in which it is included.

10. EXPENSES

The expenses in connection with the Open Offer, including legal and accountant's fees, registration, translation, printing and other related expenses are estimated to be approximately HK\$800,000 and will be payable by the Company.

11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the consent letter referred to in the section headed "Expert and Consent" in this Appendix have been registered with the Registrar of Companies in Hong Kong pursuant to the Companies (WUMP) Ordinance.

12. PARTIES INVOLVED IN THE OPEN OFFER AND CORPORATE INFORMATION

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
Authorised representatives	Lam Kwok Hing 31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong Wong Siu Hong 31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
Auditor and reporting accountant	RSM Nelson Wheeler 29th Floor, Caroline Centre 28 Yun Ping Road Causeway Bay Hong Kong

Underwriter	Best Global Asia Limited 31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
Legal Advisor as to Hong Kong Law for the Open Offer	David Chan & Carmen Chan, Solicitors 3006, West Tower Shun Tak Centre 168 – 200 Connaught Road Central Hong Kong
Principal bankers	China Citic Bank International Limited 79/F, International Limited 1 Austin Road West, Kowloon Hong Kong Hang Seng Bank Limited 19/F., 83 Des Voeux Road Central Hong Kong LUSO International Banking Ltd. Av. Dr. Mario Soares, No. 47 Standard Chartered Bank (Hong Kong) Limited 3th Floor, Standard Chartered Bank Building 4-4A Des Voeux Road Central Hong Kong The Hongkong and Shanghai Banking Corporation Limited Level 10, HSBC Main Building 1 Queen's Road Central Hong Kong OCBC Wing Hang Bank Limited 3/F, 161 Queen's Road Central Hong Kong
Principal share registrar and transfer office in Cayman Islands	Royal Bank of Canada Trust Company (Cayman) Limited 4/F, Royal Bank House 24 Shedden Road, George Town Grand Cayman KY1-1110 Cayman Islands

Branch share registrar and transfer office in Hong Kong	Union Registrars Limited 18th Floor, Fook Lee Commercial Centre Town Place, 33 Lockhart Road Wanchai, Hong Kong (New Address: A18/F Asia Orient Tower Town Place 33 Lockhart Road Wanchai Hong Kong with effect from 1 December 2014)
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13. PARTICULAR OF THE DIRECTORS AND SENIOR MANAGEMENT

(i) Name and Address of Directors and Senior Management

Name	Address
<i>Executive Directors</i>	
Mr. Lam Kwok Hing (Chairman)	31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
Mr. Lee Choi Lin, Joeey	31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
Ms. Hung Sau Yung, Rebecca	31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
Ms. Gao Qin Jian	31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong
<i>Non-executive Director</i>	
Ms. Chan Yuk, Foebe	31st Floor, Guangdong Finance Building 88 Connaught Road West Sheung Wan Hong Kong

*Independent non-executive
Directors*

Mr. John Handley
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Ms. Mak Yun Chu
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Mr. Poon Yiu Cheung, Newman
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Senior Management

Mr. Wong Siu Hong
*(Chief Financial Officer and
Company Secretary)*
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Mr. Chu Yi Chit Javin
*(Chief Investment and
Corporate Relations Officer)*
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Mr. Wong Kam Wing
(General Manager)
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

Ms. Tong Lai Choi, Katrina
(Human Resources Manager)
31st Floor, Guangdong Finance Building
88 Connaught Road West
Sheung Wan
Hong Kong

(ii) Biographical Details of Directors***Executive Directors*****Mr. Lam Kwok Hing** (*Chairman*)

Mr. Lam Kwok Hing, aged 58, is the Chairman, Managing Director, executive Director and the Chief Executive Officer of the Company. He is a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Lam has been appointed the Executive Director since April 2001 and is the overall strategic visionary of the Group. Mr. Lam founded the original group company with other founding shareholders in 1994. He manages the strategic planning, corporate policy development, marketing strategy and high level management for the Group's macro business activities. Over the past decade, Mr. Lam was instrumental in shaping the development and evolution of the Group and building the business from a small-scale packaged food trading house to an integrated distribution and logistics enterprise. Since March 2012, the Board has appointed Mr. Lam as Chief Executive Officer in view of Mr. Lam's in-depth experience in the industry and the Group's overall operation. Mr. Lam is the spouse of Ms. Lee, who is also the Executive Director and co-founder of the Company.

As at the Latest Practicable Date, Mr. Lam holds certain directorships in the subsidiaries of the Company. Mr. Lam is also the sole director of Best Global. Mr. Lam did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Lee Choi Lin, Joecy

Ms. Lee, aged 55, has been an executive Director since April 2001. Ms. Lee is responsible for the general administration and management of the Group. She has over 15 years' experience in the marketing and distribution of fast moving consumer goods. Ms. Lee founded the original group company with other founding shareholders in 1994. Ms. Lee is the spouse of Mr. Lam, who is the Chairman, Executive Director and Chief Executive Officer of the Company.

As at the Latest Practicable Date, Ms. Lee holds certain directorships in the subsidiaries of the Company. Ms. Lee did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Hung Sau Yung, Rebecca

Ms. Hung, aged 48, has been an executive Director since January 2012. She received her bachelor degree in business majoring in accounting from Queensland University of Technology, Australia. Ms. Hung has over 20 years' experience in accounting and administration. Ms. Hung joined the Group in 1988 and was the General Manager for group administration and accounting immediately prior to her appointment as an executive Director. Prior to joining the Group, she worked as an administration and accounting manager in a Hong Kong trading company. Ms. Hung did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Gao Qin Jian

Ms. Gao, aged 54, has been an executive Director since January 2012. She received her bachelor degree in business, majoring in business administration from Fudan University, the PRC. Ms. Gao has over 20 years' experience in accounting and finance, as well as extensive managerial experience in the distribution and logistics industries. Ms. Gao joined the Group in 2004 and has been the General Manager of the Group overseeing the Group's FMCG Trading Business and Logistics Services Business in northern and eastern regions of the PRC immediately prior to her appointment as an executive Director. Prior to joining the Group, she worked as deputy general manager in one of the renowned retail chain stores in the PRC.

As at the Latest Practicable Date, Ms. Gao holds certain directorships in the subsidiaries of the Company. Ms. Gao did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Non-Executive Director**Ms. Chan Yuk, Foebe**

Ms. Chan, aged 45, was appointed an executive Director in May 2002 and has been re-designated to a non-executive Director since December 2005. She is a member of the Audit Committee 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. Prior to joining the Group, Ms. Chan held senior positions in a listed company and an investment company. As at the Latest Practicable Date, Ms. Chan holds a directorship in a subsidiary of the Company. Ms. Chan is also the chairman, executive director and chief executive officer of China Zenith Chemical Group Limited (stock code: 362), a company listed on the Stock Exchange.

Independent Non-Executive Directors**Mr. John Handley**

Mr. Handley, aged 71, has been an independent non-executive Director since 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 and the Hong Kong Institute of Marketing and a Voting Member of the Hong Kong Jockey Club. Mr. Handley did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Mak Yun Chu

Ms. Mak, aged 56, has been an independent non-executive Director since April 2004. She is the Chairman of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Ms. Mak is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, and has over 10 years' experience in accounting and administration.

Ms. Mak was an independent non-executive director of Wealth Glory Holdings Limited (stock code: 8269), a company listed on the Growth Enterprise Market Board of the Stock Exchange from September 2010 to November 2013.

Mr. Poon Yiu Cheung, Newman

Mr. Poon, aged 60, has been an independent non-executive Director since November 2003. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Poon holds a Bachelor of Arts Degree, majoring in accounting and economics from the University of Alberta in Canada. Mr. Poon is a Senior Executive in a multinational insurance company and has over 25 years' experience in insurance and accounting. Mr. Poon did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Senior Management**Mr. Wong Siu Hong** (*Chief Financial Officer and Company Secretary*)

Mr. Wong, aged 46, joined the Group in March 2003 and is the Chief Financial Officer and Company Secretary of the Company. Mr. Wong holds a Bachelor Degree in Business, majoring in accounting and commercial law in Australia. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and the CPA Australia. Prior to joining the Group, Mr. Wong worked in a multinational accounting firm and has over 15 years' experience in accounting and auditing. He is responsible for the Group's financial planning and management, and corporate governance.

As at the Latest Practicable Date, Mr. Wong holds certain directorships in the subsidiaries of the Company. Mr. Wong is also an independent non-executive director of CECEP COSTIN New Materials Group Limited (stock code: 2228), a company listed on the Main Board of the Stock Exchange.

Mr. Chu Yi Chit Javin (*Chief Investment and Corporate Relations Officer*)

Mr. Chu Yi Chit Javin, aged 37, joined the Group in May 2012. Mr. Chu holds a Master of Science Degree in Accounting and Finance from the London School of Economics with Distinction and a Bachelor of Business Administration Degree from the Hong Kong University of Science and Technology. He is a member of the CFA Institute and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, Mr. Chu had worked for several sizable and renowned corporations and has over 14 years of experience in corporate finance and accounting. He is responsible for overseeing the Group's project investments and all external communication with the financial and investor community. Mr. Chu did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wong Kam Wing (*General Manager*)

Mr. Wong, aged 61, joined the Group in September 1995 and is currently the General Manager overseeing the Fresh Produce Division for the Group. Mr. Wong has over 25 years' work experience in the consumer goods industry. Mr. Wong is responsible for managing the operations and development of the Group's logistics and food processing facility based out of Zhongshan, Guangdong Province. He is also responsible for overseeing the sales and distribution operations for fresh produces covering southern China including Hong Kong and Macau.

As at the Latest Practicable Date, Mr. Wong holds certain directorships in the subsidiaries of the Company. Mr. Wong did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Tong Lai Choi, Katrina (*Human Resources Manager*)

Ms. Tong, aged 59, joined the Group in May 2010. Ms. Tong holds a Master of Business Degree from Australia. Ms. Tong is responsible for overseeing the human resources function for the Group in Hong Kong and the PRC. She has over 20 years' experience in the human resources field. Ms. Tong did not hold any directorship in other public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

14. BINDING EFFECT

The Prospectus Documents and all acceptance of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned by the provisions, other than the penal provisions, of sections 44A and 44B of the Companies (WUMP) Ordinance, so far as applicable.

15. GENERAL

In the event of inconsistency, the English version of this Prospectus shall prevail over the Chinese version.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours between 10:00 a.m. – 4:00 p.m. on Monday to Friday (except public holiday) at the head office and principal place of business of the Company in Hong Kong at 31st Floor, Guangdong Finance Building, 88 Connaught Road West, Sheung Wan, Hong Kong up to and including 5 December 2014:

- (a) the Prospectus Documents;
- (b) the memorandum and articles of association of the Company;
- (c) annual reports of the Group for the three years ended 30 June 2012, 2013 and 2014;
- (d) the material contracts referred to under the section headed “Material Contracts” in this Appendix;
- (e) the letter from RSM Nelson Wheeler on the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group, the text of which is set out in Appendix II to this Prospectus; and
- (f) the letter of consent referred to under the section headed “Expert and Consent” in this Appendix.