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HENRY GROUP HOLDINGS LIMITED

鎮科集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 859)

CLARIFICATION ANNOUNCEMENT

Reference is made to (i) the annual report of Henry Group Holdings Limited (the “**Company**”) for the year ended 31 March 2017 published by the Company on 18 July 2017; (ii) the circular of the Company dated 18 July 2017; (iii) the circular of the Company dated 2 August 2017; (iv) the interim report of the Company for the six months ended 30 September 2017 published by the Company on 5 December 2017; and (v) the joint announcement issued by Sansheng Hongye (Hong Kong) Limited and the Company dated 22 December 2017 (the “**Announcement**”, and collectively, the “**Relevant Public Documents**”). Capitalised terms used herein shall have the same meanings ascribed to them in the Announcement unless defined otherwise.

The Company has been informed by Mr. Ng Chun For, Henry (“**Mr. Henry Ng**”), a non-executive director of the Company, that he disposed 6,000 Shares in the open market on 21 February 2017 at HK\$1.59 per Share (the “**Disposal**”) and inadvertently omitted to inform the Company of the Disposal. Accordingly, the Company would like to clarify that the number of Shares held by Mr. Henry Ng as set out in the English and Chinese version of the Relevant Public Documents (including the Announcement) should be **121,200** Shares (representing approximately 0.01% of the total issued share capital of the Company as at the respective date of the Relevant Public Documents) instead of 127,200 Shares. The revised shareholding table below supersedes the shareholding table disclosed in page 13 of the Announcement.

	Immediately prior to Completion		Immediately following Completion and as at the date of this joint announcement		Immediately following Completion but before the Offers are made (assuming all of the Options have been exercised before the close of the Offers)	
	Shares	Approximate	Shares	Approximate	Shares	Approximate
		%		%		%
The Offeror and parties acting in concert with it	—	—	818,571,410	74.76	818,571,410	71.89
Vendors						
Vendor II (<i>Note 2</i>)	806,007,527	73.61	—	—	—	—
Vendor III (<i>Note 2</i>)	12,563,883	1.15	—	—	—	—
Directors						
Mr. Ng Ian (<i>Note 1, 2</i>)	—	—	—	—	9,788,000	0.86
Mr. Ng Chun For, Henry	121,200	0.01	121,200	0.01	121,200	0.01
Mr. Chan Kwok Hung	2,000	0.01	2,000	0.01	13,581,612	1.19
Mr. Mak Wah Chi	2,029,225	0.18	2,029,225	0.18	2,029,225	0.18
Public Shareholders	<u>274,144,803</u>	<u>25.04</u>	<u>274,144,803</u>	<u>25.04</u>	<u>294,515,237</u>	<u>25.87</u>
Total	<u>1,094,868,638</u>	<u>100.0</u>	<u>1,094,868,638</u>	<u>100.0</u>	<u>1,138,606,684</u>	<u>100.0</u>

Notes:

- Mr. Ng was deemed to be interested in 13,715,710 underlying Shares immediately prior to Completion which represented the Convertible Note with principal amount of HK\$11,000,000 held by Vendor I carrying rights to convert into 13,715,710 new Shares at HK\$0.802 per Share.
- Mr. Ng was deemed to be interested in 818,571,410 Shares immediately prior to Completion which represented an aggregate of (i) 806,007,527 Shares held by Vendor II; and (ii) 12,563,883 Shares held by Vendor III.

By order of the Board of
Henry Group Holdings Limited
Chan Kwok Hung
Executive Director

Hong Kong, 4 January 2018

As at the date of this announcement, the Board comprises Mr. Ng Ian and Mr. Chan Kwok Hung as executive Directors; Mr. Ng Chun For, Henry and Mr. Mak Wah Chi as non-executive Directors; and Mr. Li Kit Chee, Mr. Chan Kam Man and Mr. Chu Tak Sum as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

** for identification only*