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HUI SHENG INTERNATIONAL HOLDINGS LIMITED

惠生國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1340)

**COMPLETION OF PLACING OF EXISTING SHARES AND
SUBSCRIPTION OF NEW SHARES**

Placing Agent

Get Nice Securities Limited

The Board is pleased to announce that completion of the Placing and the Subscription took place on 26 May 2015 and 29 May 2015, respectively. The Company has received total net proceeds of approximately HK\$97 million (after deduction of the expenses incurred in relation to the Placing and the Subscription) from the Subscription and intends to use such net proceeds to finance future business development opportunities (including but not limited to the construction or acquisition of breeding farms) and/or as general working capital of the Group.

Reference is made to the announcement of the Company dated 20 May 2015 (the “**Announcement**”) in relation to, among other matters, the Placing and the Subscription. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing and the Subscription took place on 26 May 2015 and 29 May 2015, respectively.

A total of 80,000,000 Placing Shares have been successfully placed at the Placing Price of HK\$1.25 per Share to at least six independent Placees selected and/or procured by or on behalf of the Placing Agent. The Placees and their respective ultimate beneficial owners are independent of and not connected with the Company and its connected persons (including Huimin). Furthermore, the Placees and their ultimate beneficial owners are third parties independent of and not acting in concert with Huimin and its connected persons. None of the Placees and their ultimate beneficial owners has become a substantial shareholder (as defined under the Listing Rules) of the Company upon taking up the Placing Shares.

Further, completion of the Subscription took place on 29 May 2015 following the fulfillment of all the conditions of the Subscription (details of which are set out in the Announcement). A total of 80,000,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by Huimin at the Subscription Price of HK\$1.25 for each Subscription Share. The Subscription Shares represent approximately 16.58% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The Company has received total net proceeds of approximately HK\$97 million (after deduction of the expenses incurred in relation to the Placing and the Subscription) from the Subscription and intends to use such net proceeds to finance future business development opportunities (including but not limited to the construction or acquisition of breeding farms) and/or as general working capital of the Group.

CHANGES OF SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing and the Subscription, (ii) immediately after completion of the Placing but before completion of the Subscription; and (iii) immediately after completion of the Placing and the Subscription:

Shareholder	Note	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Placing and the Subscription	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Huimin	1	171,390,728	42.59	91,390,728	22.71	171,390,728	35.52
Jisheng Holdings Limited	2	82,147,999	20.41	82,147,999	20.41	82,147,999	17.03
Yau Chung	3	1,500,000	0.37	1,500,000	0.37	1,500,000	0.31
Public Shareholders							
The Placees		-	-	80,000,000	19.88	80,000,000	16.58
Other public Shareholders		<u>147,445,273</u>	<u>36.63</u>	<u>147,445,273</u>	<u>36.63</u>	<u>147,445,273</u>	<u>30.56</u>
Total		<u>402,484,000</u>	<u>100.00</u>	<u>402,484,000</u>	<u>100.00</u>	<u>482,484,000</u>	<u>100.00</u>

Notes:

1. These Shares are held by Huimin, which is wholly owned by Mr. Ding Biyan (丁碧燕), an executive Director and Chairman of the Board.
2. Jisheng Holdings Limited is owned as to approximately 33.0% by Mr. Ding Jingxi (丁敬喜), 33.0% by Mr. Zhang Zhizhong (張志忠), 18.6% by Mr. Yu Jishi (于濟世), 11.0% by Mr. Zhou Shigang (周詩剛) (all of whom are Directors), 3.3% by Mr. Zhang Jianlong (張建龍) and 1.1% by Ms. Li Xianjie (李賢杰).

3. Mr. Yau Chung was a director of Hunan Huisheng Meat Products Company Limited (湖南惠生肉業有限公司), a subsidiary of the Company, until 12 May 2015. Hence Mr. Yau is a connected person of the Company. To the best of the Directors knowledge having made all reasonable enquiries, Mr. Yau beneficially owns 1,500,000 Shares as at the date of this announcement.

By order of the Board
Huisheng International Holdings Limited
Ding Biyan
Chairman

Hong Kong, 29 May 2015

As at the date of this announcement, the Board comprises Mr. Ding Biyan, Mr. Yu Jishi, Mr. Ding Jingxi and Mr. Zhou Shigang as executive Directors; Mr. Zhang Zhizhong as non-executive Director; and Mr. Ma Yiu Ho, Peter, Mr. Deng Jinping and Mr. Liao Xiujian 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 statement in this announcement misleading.