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HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

COMPLETION OF CONVERSION OF THE CONVERTIBLE SECURITIES AND DISPOSAL OF CONVERSION SHARES

Joint Placing Agents

BofA Merrill Lynch  **BARCLAYS**

Reference is made to the completion of the acquisition of assets in relation to the Yoshinoya and Dairy Queen businesses in northern China by Hop Hing Group Holdings Limited (the “**Company**”) in March 2012 which was settled by the issue of the Convertible Securities, as well as the announcement of the Company dated 26 September 2012 in relation to the exercise by all the Convertible Securities Holders of the Conversion Rights attached to all the outstanding Convertible Securities held by them and the disposal of Conversion Shares (the “**Announcement**”). Unless otherwise defined herein, terms defined in the Announcement shall have the same meanings when used in this announcement.

The Company announces that all the 9,391,891,892 Conversion Shares have been issued and successfully allotted by the Company pursuant to the Conversion and that it has been informed by the Vendors that the Vendors have, on 28 September 2012, completed the disposal of 1,905,000,000 Placing Shares in the Placing and the transfer of 420,000,000 Shares to a charitable organization in Hong Kong which dedicates to develop youth leaders who will participate in community services and contribute to society at early ages.

Following completion of the Conversion and the Placing, the total issued share capital of the Company comprises 9,912,002,356 Shares.

The Placing broadened the shareholder base of the Company by introducing institutional investors to the Company, as well as increase the liquidity of the Shares. With an enlarged equity base following the Conversion and the Placing, the Directors believe that the Company will have the opportunity to reflect its intrinsic value in the capital market, which will lay a solid foundation for the Company’s future expansion plans and bring long-term value to its Shareholders.

By Order of the Board
Hop Hing Group Holdings Limited
Wong Kwok Ying
Executive Director and Company Secretary

Hong Kong, 28 September 2012

As at the date hereof, the executive directors of the Company are Mr. Hung Ming Kei, Marvin, Mr. Wong Kwok Ying and Ms. Lam Fung Ming, Tammy. The non-executive directors of the Company are Mr. Hung Hak Hip, Peter, Ms. Hung Chiu Yee and Mr. Lee Pak Wing. The independent non-executive directors of the Company are Dr. Hon. Wong Yu Hong, Philip, GBS, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, Mr. Seto Gin Chung, John, Hon. Shek Lai Him, Abraham, SBS, JP and Mr. Siu Wai Keung.