
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **HOP HING GROUP HOLDINGS LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through which the sale or transfer was effected for transmission to the purchaser or the transferee.

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HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an AGM of Hop Hing Group Holdings Limited to be held at 3/F Nexus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 6 June 2013 at 10:30 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

26 April 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 6 June 2013
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“associate”	shall have the meaning ascribed to it in the Listing Rules
“Board”	the board of directors of the Company or a duly authorized committee thereof
“Company”	Hop Hing Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability
“Companies Law”	The Companies Law (2010 Revision) of the Cayman Islands, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Connected Person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate for the Company to issue securities as described in paragraph 2 of the “Letter from the Board” of this circular
“Latest Practicable Date”	23 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association” or “Articles of Association”	the amended and restated memorandum and articles of association or articles of association of the Company, as amended from time to time

DEFINITIONS

“Ordinary Resolutions”	the proposed ordinary resolutions in the AGM Notice as set out on page 14 of this circular
“PRC”	the People’s Republic of China
“Securities”	any securities of the Company, including shares of all classes and securities which carry a right to subscribe or purchase shares such as securities convertible into share capital, warrants to subscribe for shares and options to subscribe for shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders” or “Members”	the shareholders of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrants”	the warrants issued by the Company, each carrying the right to subscribe for new Shares on the basis of the subscription price of HK\$0.20 per Share (subject to adjustment) at any time from 8 June 2009 to 31 May 2013 (both days inclusive)
“Warrantholders”	holders of the Warrants
“%”	per cent.



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

Executive of Directors:

Hung Ming Kei, Marvin (*Chief Executive Officer*)
Wong Kwok Ying
Lam Fung Ming, Tammy

Non-executive Directors:

Hung Hak Hip, Peter (*Chairman*)
Lee Pak Wing

Independent Non-executive Directors:

Wong Yu Hong, Philip
Sze Tsai To, Robert
Cheung Wing Yui, Edward
Seto Gin Chung, John
Shek Lai Him, Abraham
Siu Wai Keung

Registered Office:

Clifton House
75 Fort Street
P. O. Box 1350 GT
Grand Cayman
KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Units E & F
2nd Floor
Hop Hing Building
9 Ping Tong Street East
Tong Yan San Tsuen
Yuen Long
New Territories
Hong Kong

26 April 2013

*To the Shareholders and, for information only,
the Warrantholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with the information on the matters to be dealt with at the AGM, which include the proposed grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors, and to seek your approval to the resolutions relating to these matters.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate. This Issue Mandate will grant the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution. As at the Latest Practicable Date, a total of 9,921,232,381 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 1,984,246,476 Shares. In addition, Ordinary Resolution No. 10 will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Repurchase Mandate. This Repurchase Mandate will grant the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution. An explanatory statement as required by the Share Buy Back Rules to provide all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the Ordinary Resolution No. 10 is set out in Appendix I to this circular.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Hung Ming Kei, Marvin, Mr. Wong Kwok Ying and Ms. Lam Fung Ming, Tammy; the non-executive Directors are Mr. Hung Hak Hip, Peter and Mr. Lee Pak Wing and the independent non-executive Directors 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 Siu Wai Keung.

Pursuant to Articles 108 and 111 of the Articles of Association, Dr. Hon. Wong Yu Hong, Philip, Seto Gin Chung, John, Siu Wai Keung and Wong Kwok Ying would retire by rotation at the AGM and are eligible for re-election. Separate resolutions will be proposed at the AGM for the re-election of each of the retiring Directors of the Company. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Although Dr. Hon. Wong Yu Hong, Philip has been serving the Board as an independent non-executive Director for more than 9 years, the Directors consider that Dr. Wong remains independent in accordance with the independence guidelines set out in Rule

LETTER FROM THE BOARD

3.13 of the Listing Rules. In addition, as Dr. Wong has been giving valuable advices to the Board, the Directors believe that it is to the best interests of the Shareholders and the Company to re-elect Dr. Wong.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 6 June 2013 at 10:30 a.m. at 3/F Nexxus Building, 77 Des Voeux Road Central, Hong Kong is set out on pages 14 to 18 of this circular at which resolutions will be proposed to approve the renewal of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herein. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instruction printed therein and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by a poll except where the chairman allows a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll pursuant to Article 74 of the Articles of Association. The results of the poll will be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 3 June 2013 to 6 June 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 31 May 2013 for registration.

LETTER FROM THE BOARD

8. RECOMMENDATIONS

The Board believes that the proposals mentioned above, which include the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors, are in the best interest of the Company and the Shareholders. Accordingly, the Board recommends that the Shareholders should vote in favor of all the resolutions set out in the AGM Notice.

Yours faithfully,
On Behalf of the Board
Hop Hing Group Holdings Limited
Hung Hak Hip, Peter
Chairman

This appendix serves as an explanatory statement to provide Shareholders with information relating to the Repurchase Mandate.

1. SHARE CAPITAL

It is proposed that the Repurchase Mandate will authorize the repurchase of Shares subject to the aggregate nominal amount of the Shares to be repurchased by the Company shall not exceed 10% of the issued share capital of the Company as at the date on which Ordinary Resolution No. 9 is passed.

As at the Latest Practicable Date, the issued capital of the Company comprised 9,921,232,381 Shares and 87,053,194 units of Warrants in an aggregate amount of HK\$17,410,638.80 on the basis of the subscription price of HK\$0.20 per Share (subject to adjustment), entitling the holders thereof to subscribe for 87,053,194 Shares. The expiry date of Warrants is 31 May 2013.

Subject to the passing of Ordinary Resolution No. 9 set out in the AGM Notice and on the basis that no further Shares are issued from the Latest Practicable Date to the AGM (whether as a result of the exercise of subscription rights attaching to the Warrants and share options presently in issue or otherwise), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 992,123,238 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interest of the Company and its Shareholders because repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders, and may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company.

3. FUNDING OF REPURCHASE

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the laws of the Cayman Islands, being profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, if authorized by the Articles of Association and subject to the Companies Law, out of capital, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased, or if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company. It is envisaged that the funds required for any repurchase would be derived from such sources.

4. GENERAL

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the 2012 annual report in the event that the Repurchase Mandate was to be

exercised in full. However, the Directors do not intend to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES AND WARRANT PRICES

The highest and lowest prices at which Shares and Warrants traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Shares		Warrants	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012				
April	0.520	0.450	0.300	0.260
May	0.480	0.390	0.260	0.195
June	0.410	0.380	0.195	0.170
July	0.440	0.390	0.204	0.196
August	0.630	0.390	0.395	0.204
September	0.540	0.365	0.335	0.170
October	0.425	0.370	0.218	0.170
November	0.430	0.380	0.203	0.180
December	0.415	0.380	0.201	0.200
2013				
January	0.410	0.380	0.200	0.181
February	0.405	0.380	0.200	0.180
March	0.390	0.340	0.180	0.168

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and all applicable laws of the Cayman Islands.

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates, have any present intention to sell any Securities to the Company if the Repurchase Mandate is approved by the Shareholders.

No Connected Persons have notified the Company that they have any present intention to sell Securities to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. EFFECT ON TAKEOVERS CODE

If the power to repurchase Shares pursuant to the Repurchase Mandate is exercised and the proportionate interest of a Shareholder or a group of Shareholders in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, the relevant Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and so far as was known to the Directors, by virtue of the SFO, Mr. Hung Hak Hip, Peter and Mr. Hung Hak Yau (collectively, the “Controlling Shareholders”), who are concert parties for the purposes of the Takeovers Code, were deemed to be interested in a total of 7,404,871,436 Shares, representing approximately 74.6% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and that there is no change in the shareholding in the Company beneficially owned by the Controlling Shareholders, if the Company were to repurchase Shares up to the permitted maximum of 10% of the issued share capital of the Company pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders would, in aggregate, be increased to approximately 82.9% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent which will result in the Company failing to comply with the public float requirement under Rule 8.08 of the Listing Rules.

9. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

DR. HON. WONG YU HONG, PHILIP

Dr. Hon. Wong Yu Hong, Philip, *GBS, JD, PhD*, aged 74, appointed an independent non-executive director of the Group in 1989, is a member of nomination committee of the Company. Dr. Wong is a prominent businessman and Life Honorary Chairman of the Chinese General Chamber of Commerce. Dr. Wong received the Gold Bauhinia Star Award from Hong Kong Special Administrative Region Government in 2003 and the Courvoisier Awards for Business Excellency from the then Chief Justice of Hong Kong, Sir Denys Roberts, in 1986. He is a non-executive director of Asia Financial Holdings Limited, which is a Hong Kong listed company. He was also the non-executive chairman of Qin Jia Yuan Media Services Company Limited up to 21 March 2012. Save as disclosed above, Dr. Wong did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date.

Dr. Wong is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Dr. Wong was interested in 2,045,565 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date) and 409,113 units of Warrants. He was also interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Dr. Wong did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Dr. Wong and the Company and the provisions of the Articles of Association, the term of Dr. Wong's service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Dr. Wong and the Company, he is entitled to a director's fee to be determined by the Board, with reference to his qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2012, the director's fee of Dr. Wong as an independent non-executive Director of the Company was HK\$220,000.

In relation to the re-election of Dr. Wong as an independent non-executive director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MR. SETO GIN CHUNG, JOHN

Mr. Seto Gin Chung, John, aged 64, appointed an independent non-executive director of the Group on 25 April 2006, is a member of both the audit committee and nomination committee of the Company. Mr. Seto holds a Master of Business Administration degree from New York University, USA and has over 30 years of experience in the securities and futures industry. He is a director of Pacific Eagle Asset Management Limited since January 2006. Mr. Seto is an independent non-executive director of China Everbright Limited and Kowloon Development Company Limited, both of which are Hong Kong listed companies. He was the Chief Executive Officer of HSBC Broking Services (Asia) Limited from 1982 to 2001. He was a non-executive director of Hong Kong Exchanges and Clearing Limited from 2000 to 2003, a council member of the Stock Exchange from 1994 to 2000 and was the first vice chairman of the Stock Exchange from 1997 to 2000. He was also appointed on 28 October 2010 a non-executive director of Sateri Holdings Limited, which became a listed company on The Stock Exchange of Hong Kong Limited on 8 December 2010. Save as disclosed above, Mr. Seto did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Seto is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Seto was interested in 500,847 Shares (approximately 0.005% of the issued share capital of the Company as at the Latest Practicable Date). He was also interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Seto did not have any other interest in Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Seto and the Company and the provisions of the Articles of Association, the term of Mr. Seto's service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Mr. Seto and the Company, he is entitled to a director's fee to be determined by the Board, with reference to his qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2012, the director's fee of Mr. Seto as an independent non-executive director of the Company was HK\$220,000.

In relation to the re-election of Mr. Seto as an independent non-executive director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MR. SIU WAI KEUNG

Mr. Siu Wai Keung, aged 59, was appointed an independent non-executive director of the Company on 1 September 2012. Mr. Siu is currently an independent non-executive director of CITIC Pacific Limited and China Communications Services Corporation Limited (both companies are listed on the Main Board of the Stock Exchange), GuocoLand Limited (a company listed on the Singapore Stock Exchange), Hua Xia Bank Co., Limited and Beijing Hualian Hypermarket Company Limited (both companies are listed on the Shanghai Stock Exchange). Mr. Siu graduated from the University of Sheffield, United Kingdom, with a Bachelor of Arts degree in Accounting and Economics in 1979. He first joined the Manchester office of KPMG in the United Kingdom in 1979 and was subsequently transferred to KPMG Hong Kong in 1986. In 1993, Mr. Siu became a partner of KPMG Hong Kong. Mr. Siu had been with KPMG for almost 30 years and has extensive experience in providing services to both foreign and domestic Chinese companies. He also has in-depth knowledge in advising on foreign direct investments in the People's Republic of China. Prior to his retirement in March 2010, Mr. Siu was the Senior Partner of the Beijing Office of KPMG as well as a Senior Partner of the Northern Region of KPMG China. Mr. Siu is a fellow member of the Institute of Chartered Accountants in England and Wales and of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Siu did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Siu is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Siu was interested in 7,400,000 Shares (approximately 0.07% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Siu did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Siu and the Company and the provisions of the Articles of Association, the initial term of Mr. Siu's service with the Company is from 1 September 2012 up to the date of the next annual general meeting of the Company. Upon re-election at such next annual general meeting, Mr. Siu's term of service will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Mr. Siu and the Company, he is entitled to a director's fee to be determined by the Board, with reference to his qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2012, the director's fee of Mr. Siu as an independent non-executive Director was HK\$73,333 with reference to his appointment date on 1 September 2012.

In relation to the re-election of Mr. Siu as an independent non-executive director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MR. WONG KWOK YING

Mr. Wong Kwok Ying, aged 53, is the Group Comptroller and the Company Secretary of the Group and was appointed a director of the Group on 10 January 2000. Mr. Wong is a certified public accountant (practising) in Hong Kong and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 30 years' finance, accounting and audit experience. Prior to joining the Group in 1990, he worked with one of the international accounting firms in Hong Kong.

Other than being an executive director of the Company, Mr. Wong did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date. He is a director of certain subsidiaries of the Company and a director of certain associated companies of the Company including Evergreen Oils & Fats Limited. He is also a director of certain companies, the voting power at general meetings of which is indirectly controlled by the trustee of a discretionary trust which is deemed to be a substantial shareholder of the Company by virtue of the SFO where such trustee is beneficially owned by Mr. Hung Hak Hip, Peter, a director of the Company.

Save as disclosed above, Mr. Wong is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wong was interested in share options with rights to subscribe for 4,928,000 Shares (approximately 0.05% of the issued share capital of the Company as at the Latest Practicable Date), which was subject to certain performance targets being met by him. Save as disclosed above, Mr. Wong did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Wong and the Group, Mr. Wong does not have any fixed term of service with the Group. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Under the terms of the services contract entered into between Mr. Wong and the Group, he is entitled to an annual remuneration, with reference to his qualification and experience, currently being HK\$2,375,700, and bonuses which will be payable according to the relevant bonus entitlement scheme of the Company.

In relation to the re-election of Mr. Wong as an executive director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

NOTICE IS HEREBY GIVEN that an annual general meeting of Hop Hing Group Holdings Limited (the “Company”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 6 June 2013, at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

1. to receive and consider the audited financial statements of the Company and the report of the Directors and the Auditors thereon for the year ended 31 December 2012;
2. to declare a final dividend of HK0.25 cents per ordinary share for the year ended 31 December 2012;
3. to re-elect Dr. Hon. Wong Yu Hong, Philip as independent non-executive Director;
4. to re-elect Mr. Seto Gin Chung, John as independent non-executive Director;
5. to re-elect Mr. Siu Wai Keung as independent non-executive Director;
6. to re-elect Mr. Wong Kwok Ying as executive Director;
7. to authorise the Directors to fix the remuneration for Directors;
8. to re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration; and

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

9. **“THAT:**
 - (i) subject to paragraph (iii) below, a general unconditional mandate be and is hereby approved and granted to the Directors of the Company to be exercised during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional securities of the Company (the “Securities”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the “Shares”)) which would or might require the exercise of such power;

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- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal value of the Securities allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above other than to (a) a Rights Issue (as hereinafter defined); (b) the exercise of any rights of subscription or conversion under any warrants, bonds and debentures and any securities of the Company which carry rights to subscribe for or are convertible into Shares; (c) an issue of Shares under any share option scheme or similar arrangement for the time being adopted for the Company and/or any of its subsidiaries and/or associated companies of shares or rights to acquire Shares of the Company; or (d) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of dividends or similar arrangement providing for the allotment of Shares in accordance with the amended and restated Articles of Association of the Company from time to time, shall not exceed 20 per cent. of the aggregate of nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required by the amended and restated Articles of Association of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their shareholding (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or

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obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

10. **“THAT:**

- (i) subject to paragraph (ii) below, a general unconditional mandate be and is hereby approved and granted to the Directors to be exercised during the Relevant Period (as hereinafter defined) to repurchase Shares in the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time;
- (ii) the aggregate nominal value of the Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required by the amended and restated Articles of Association of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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11. “**THAT** conditional upon the passing of Resolutions No. 9 and 10, the general unconditional mandate in Resolution No. 9 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 10 set out in this notice, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

Yours faithfully,
By Order of the Board
Hop Hing Group Holdings Limited
Wong Kwok Ying
Company Secretary

Hong Kong, 26 April 2013

Head Office and Principal Place of Business in Hong Kong:
Units E & F
2nd Floor
Hop Hing Building
9 Ping Tong Street East
Tong Yan San Tsuen
Yuen Long
New Territories
Hong Kong

Registered Office:
Clifton House
75 Fort Street
P. O. Box 1350 GT
Grand Cayman
KY1-1108
Cayman Islands

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. The transfer books and register of members of the Company will be closed from 3 June 2013 to 6 June 2013, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the

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Annual General Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 31 May 2013 for registration.

5. The transfer books and register of members of the Company will be closed from 12 June 2013 to 17 June 2013, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 11 June 2013 for registration.
6. Concerning resolutions 3 to 6 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix II to the circular dated 26 April 2013.
7. Concerning item 9 above, approval is being sought from Members for a general mandate to be given to the Directors to allot additional securities of the Company in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20 per cent. of the issued share capital in issue as at the date of passing such resolution.
8. Concerning items 10 and 11 above, approval is being sought from Members for a general mandate to be given to the Directors to repurchase shares and to reissue securities as a result of such repurchase. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a letter setting out the terms and conditions upon which such power will be exercised accompanies the circular dated 26 April 2013.
9. As at the date of this notice, 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 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.