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HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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, June 6, 2013, at 11:00 a.m. (or as soon thereafter as the annual general meeting convened for the same day and place shall have concluded or adjourned) for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT** the conditional agreement (the “**Agreement**”) dated April 25, 2013 for the disposal of the entire issued share capital of Oleo Chartering Inc. by the Company to Harvest Trinity Limited for a cash consideration of HK\$400 million (subject to adjustment) upon and subject to the terms and conditions therein, the entering into by the Company of the Agreement and the transactions contemplated thereunder be and are hereby approved; and any director of the Company be and is hereby authorized to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as he may in his opinion or discretion consider reasonable, necessary, desirable or expedient, to implement and/or give effect to the Agreement and all the transactions contemplated thereunder with any changes as such director may consider reasonable, necessary, desirable or expedient.”
2. “**THAT** conditional upon the completion of the Agreement (as defined in the ordinary resolution number 1 set out in this notice of meeting), the distribution of a special dividend of HK\$0.028 per share (the “**Distribution**”) in cash to the registered holders of the ordinary shares of HK\$0.10 each in the issued share capital of the Company whose names appear in the register of members of the Company at the close of business of a record date as determined by the directors of the Company be and is hereby approved, and any director of the Company be and are hereby authorized to sign, execute, deliver, and do all such documents, deeds, acts, matters and things, as he may in his opinion or discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Distribution.”

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

Hong Kong, May 20, 2013

Head Office and Principal Place of Business:
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 EGM 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. For the purpose of ascertaining shareholder's entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from June 3, 2013 to June 6, 2013 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, 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 for registration not later than 4:30 p.m. on May 31, 2013.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof, and in such events, the form of proxy shall be deemed to be revoked.
6. For the purpose of ascertaining shareholder's entitlement to the proposed special dividend pursuant to the Distribution, the register of members of the Company will be closed from June 12, 2013 to June 17, 2013 (both days inclusive), during which period no transfer of Shares will be effected. In order to establish entitlements to the proposed special 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on June 11, 2013.
7. 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.