
THIS DOCUMENT 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 HOLDINGS LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through which the sale or transfer was effected.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



HOP HING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 47)

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

A notice convening an AGM of Hop Hing Holdings Limited to be held at Units E & F, 2nd Floor, Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong on 13 June 2006 at 12:00 noon (or such adjournment thereof) is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than forty-eight (48) hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so wish.

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

28 April 2006

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Chairman	
Introduction	3
General Mandate to Issue Securities	4
General Mandate to Repurchase its own Shares	4
Re-election of Retiring Directors	4
Adoption of Chinese Name	5
Annual General Meeting	5
Poll Procedure	6
Recommendations	6
Closure of Register of Members	7
 Appendix I – Explanatory Statement	 8
 Appendix II – Details of Retiring Directors Proposed for Re-election	 11
 Notice of Annual General Meeting	 15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 13 June 2006 (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 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 authorised committee thereof
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	Hop Hing Holdings Limited, an exempted company incorporated in Bermuda with limited liability
“Companies Act”	The Companies Act 1981 of Bermuda (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
“Directors”	the directors of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	the general mandate for the Company to issue securities as described in paragraph 2 of the “Letter from the Chairman” of this circular
“Latest Practicable Date”	25 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolutions”	the proposed ordinary resolutions in the AGM Notice as set out on pages 15 to 19 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate for the Company to repurchase shares as described in the explanatory statement set out in Appendix I to this circular
“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 Buy Back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase of its own securities by companies listed on the Stock Exchange
“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
“Special Resolutions”	the proposed special resolutions in the AGM Notice as set out on pages 15 to 19 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Warrant”	the 82,599,758 units of warrants issued by the Company and approved by the Shareholders at the special general meeting of the Company on 12 September 2005, each carrying the right to subscribe for new Shares on the basis of the subscription price of HK\$0.25 per Share (subject to adjustment) at any time from 15 September 2005 to 30 April 2009 (both days inclusive)
“Warrantholders”	Holder of the Warrants
“%”	per cent.

LETTER FROM THE CHAIRMAN



HOP HING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 47)

Board of Directors:

Hung Hak Hip, Peter* (*Chairman*)
Wong Yu Hong, Philip**
Sze Tsai To, Robert**
Cheung Wing Yui, Edward**
Seto Gin Chung, John**
Hung Chiu Yee*
Lee Pak Wing*
Wong Kwok Ying
Lam Fung Ming, Tammy

* *Non-executive Director*

** *Independent Non-executive Director*

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal Place of Business
in Hong Kong:*

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

28 April 2006

*To the Shareholders and, for information only,
the Warranholders of the Company*

Dear Sir or Madam,

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

1. INTRODUCTION

The primary purpose of this circular is to provide you with the information regarding the proposed grant of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors and the adoption of Chinese Name and to seek your approval to the resolutions to these matters.

LETTER FROM THE CHAIRMAN

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 417,257,486 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 83,451,497 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 ITS OWN 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. 9 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. Wong Kwok Ying and Ms. Lam Fung Ming, Tammy; the non-executive Directors are Mr. Hung Hak Hip, Peter, Ms. Hung Chiu Yee and Mr. Lee Pak Wing and the independent non-executive Directors are Dr. Wong Yu Hong, Philip, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward and Mr. Seto Gin Chung, John.

Pursuant to bye-laws 77 and 82 of the Bye-laws, Mr. Seto Gin Chung, John who was appointed as an independent non-executive Director on 25 April 2006 would retire at the AGM and is eligible for re-election. Pursuant to bye-laws 82 and 83 of the Bye-laws, Mr. Hung Hak Hip, Peter, Mr. Lee Pak Wing, Mr. Wong Kwok Ying and Mr. Seto Gin Chung, John would retire by rotation at the AGM and are eligible for re-election. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

5. ADOPTION OF CHINESE NAME

The Board has resolved to propose the adoption of Chinese name “合興集團有限公司” (the “**Chinese Name**”) to the Company’s existing English name.

The reason for the adoption of the Chinese Name is to make the Company more visible amongst the existing/potential business partners and investors.

The Board also proposed to adopt a Chinese stock short name for the purpose of trading on the Stock Exchange.

The proposed adoption of the Chinese Name will be subject to the passing of the Resolution No. 11 as a special resolution by the Shareholders at the AGM. Upon the registration of the Chinese Name with the Registrar of Companies in Hong Kong, the adoption of the Chinese Name will become effective and the Chinese Name will form part of the Company’s name in Hong Kong. The Company will apply for registration of the Chinese Name with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance if and when the Resolution No. 11 is passed at the AGM.

The proposed adoption of the Chinese Name by the Company will not affect any rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the proposed adoption of the Chinese Name, continue to be evidence of title to the Shares and will be valid for trading, settlement and delivery for the same number of Shares and no new share certificate of the Company will be issued to replace the existing ones as a result of the adoption of the Chinese name.

A further announcement will be made by the Company in relation to the effective date of the adoption of the Chinese Name and the adoption of the Chinese stock short name on the Stock Exchange.

6. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 13 June 2006 at 12:00 noon (or any adjournment thereof) at Units E & F, 2nd Floor, Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong is set out on pages 15 to 19 of this circular at which resolutions will be proposed to approve the renewal of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors and the adoption of the Chinese Name.

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

LETTER FROM THE CHAIRMAN

7. POLL PROCEDURE

Set out below is the procedure by which Shareholders and the chairman of any Shareholders' meeting may demand a poll pursuant to the bye-laws 59 of the Bye-laws:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the Companies Act, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) notwithstanding any other provisions in these Bye-laws, if the chairman of the meeting and/or the Directors individually or collectively holding proxies in respect of shares representing five (5) per cent. or more of the total voting rights at a particular meeting and if on a show of hands the meeting votes in the opposite manner to that instructed in those proxies, the chairman of the meeting and/or the Directors holding proxies as aforesaid individually or collectively shall demand a poll; provided that if it is apparent to the chairman of the meeting from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required; or
- (c) at least three Members present in person or by proxy and entitled to vote; or
- (d) any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (e) any Member or Members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.”

8. RECOMMENDATIONS

The Board believes that the renewal of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors and the adoption of the Chinese Name are in the best interest of the Company and the Shareholders. Accordingly, the Board recommends that all Shareholders of the Company should vote in favour of the resolutions set out in the AGM Notice.

LETTER FROM THE CHAIRMAN

9. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 8 June 2006 to 13 June 2006, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, (a) all transfers in relation to Shares held by the Members whose names are recorded in the register of members of the Company in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Company's Registrars 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 not later than 4:00 p.m. on 7 June 2006 for registration; (b) all transfers in relation to Shares held by the Members whose names are recorded in the register of members of the Company in Bermuda, accompanied by the relevant share certificates, must be lodged with HSBC Institutional Trust Services (Asia) Limited, at 39th Floor, Dorset House, Taikoo Place, 979 King's Road, Hong Kong not later than 4:00 p.m. on 7 June 2006 for registration.

Yours faithfully,

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 authorise 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 417,257,486 Shares and 82,432,192 units of Warrants in an aggregate amount of HK\$20,608,048.00 on the basis of the subscription price of HK\$0.25 per Share (subject to adjustment), entitling the holders thereof to subscribe for 82,432,192 Shares. The subscription rights attaching to the above 82,432,192 units of Warrants would expire on 30 April 2009.

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 41,725,748 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the renewal 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

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the Companies Act. Under the Companies Act, a company may only repurchase its shares out of capital paid up on the shares to be repurchased or out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

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 consolidated accounts contained in the 2005 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 the Shares and Warrants have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:

	Shares		Warrants [#]	
	Highest HK\$	Lowest HK\$	Highest HK\$	Lowest HK\$
2005				
April	0.350	0.300	–	–
May	0.320	0.250	–	–
June	0.310	0.275	–	–
July	0.285	0.260	–	–
August	0.250	0.250	–	–
September	0.300	0.221	0.095	0.062
October	0.235	0.216	0.060	0.027
November	0.260	0.200	0.052	0.042
December	–*	–*	0.070	0.059
2006				
January	0.220	0.160	0.064	0.023
February	0.240	0.200	0.050	0.035
March	1.850	0.160	0.100	0.070

* There were no transactions during the month.

Dealings in Warrants commenced on 20 September 2005.

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 Bye-laws, the Listing Rules and all applicable laws of Bermuda.

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, so far as was known to the Directors, if the Company were to repurchase Shares up to the permitted maximum of 10 per cent. of the issued share capital of the Company pursuant to the Repurchase Mandate, there was no Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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.

Mr. Hung Hak Hip, Peter

Mr. Hung Hak Hip, Peter, aged 61, Chairman, is a chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Hung is a chartered accountant and worked in the Hong Kong securities industry before joining the Group in 1975. Mr. Hung is the brother of Ms. Hung Chiu Yee, a non-executive director of the Group. He is a non-executive director of Qin Jia Yuan Media Services Company Limited, a company listed on the Stock Exchange. Save as disclosed above, Mr. Hung has not held any directorship in any other listed public companies in the last three years. He is a director of certain subsidiaries of the Company and is also a director of certain companies by virtue of them being associates of substantial or controlling shareholder of the Company.

As disclosed under “Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares” in the 2005 annual report, Mr. Hung is interested in 6,829,027 Shares and 1,365,804 units of Warrants (collectively, approximately 1.96% of the issued share capital of the Company), of which 3,227,420 Shares and 645,483 units of Warrants were beneficiary owned by a discretionary trust whose discretionary beneficiaries include an associate of Mr. Hung. He is also interested in share options convertible into 4,752,105 Shares (approximately 1.14% of the issued share capital of the Company). Save as disclosed above, as at the Latest Practicable Date, Mr. Hung does 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. Hung and the Company, the term of Mr. Hung’s service with the Company 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 Bye-laws which require, inter alia, that every Director (save for any executive chairman and any managing director), including non-executive Directors, shall retire from office no later than the third annual general meeting after he was last elected or re-elected. Under the terms of the service contract entered into between Mr. Hung and the Company, starting from 2006, Mr. Hung 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. In addition, a fee of HK\$660,000 (2005: HK\$660,000) will be paid to a management company in which Mr. Hung is indirectly interested.

In relation to the re-election of Mr. Hung as a non-executive Director, 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. Lee Pak Wing

Mr. Lee Pak Wing, aged 60, holds a Master of Science degree in production technology. He joined the Group in 1979 prior to which he was a systems manager with Tyco Industries Limited. He was formerly the Vice-chairman of the Group.

Other than being a non-executive Director, Mr. Lee has not held any directorship in any other listed public companies in the last three years. 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 by virtue of them being associates of substantial or controlling shareholder of the Company. Save for his interest in share options convertible into 2,376,052 Shares (approximately 0.57% of the issued share capital of the Company) as at the Latest Practicable Date, Mr. Lee does 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. Lee and the Company, the term of Mr. Lee's service with the Company 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 Bye-laws which require, inter alia, that every Director (save for any executive chairman and any managing director), including non-executive Directors, shall retire from office no later than the third annual general meeting after he was last elected or re-elected. Under the terms of the service contract entered into between Mr. Lee and the Company, Mr. Lee 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 2005, the aggregate director's fee of Mr. Lee as a non-executive Director was HK\$30,000.

In relation to the re-election of Mr. Lee as a non-executive Director, 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 46, is the Chief Financial Officer and Company Secretary of the Group and was appointed a Director on 10 January 2000. Mr. Wong is a certified public accountant (practising) in Hong Kong and has over 20 years' experience in finance, accounting and audit. 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, Mr. Wong has not held any directorship in any other listed public companies in the last three years. 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 not related to any director, senior management or substantial or controlling shareholder of the Company. Save for his interest in share options convertible into 4,091,130 Shares (approximately 0.98% of the issued share capital of the Company) as at the Latest Practicable Date, Mr. Wong does 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 Company, Mr. Wong does not have any fixed term of service with the Company but 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 Bye-laws which require, inter alia, that every Director (save for any executive chairman and any managing director), including non-executive Directors, shall retire from office no later than the third annual general meeting after he was last elected or re-elected. Under the terms of the service contract entered into between Mr. Wong and the Company, Mr. Wong is entitled to an annual remuneration, with reference to his qualification and experience, currently being HK\$1,320,000, and bonuses which will be payable according to the Company's scheme.

In relation to the re-election of Mr. Wong as an executive Director, 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 was appointed an independent non-executive Director on 25 April 2006. Mr. Seto, aged 57, is a director of Pacific Eagle Asset Management Limited since January 2006. He is an independent non-executive director of China Everbright Limited and Kowloon Development Company Limited, both of which shares are listed on the Stock Exchange. He was the Chief Executive Officer of HSBC Broking Services (Asia) Limited from 1982 to 2001. He was the chairman and a non-executive director of International Financial Network Holdings Limited (formerly known as "Stockmartnet Holdings Limited"), a company listed on the Stock Exchange, from 2001 to 2005. He was a non-executive director of Hong Kong Exchanges and Clearing Limited, a company listed on the Stock Exchange, 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. Save as disclosed above, Mr. Seto has not held any directorship in any other listed public companies in the last three years. He 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.

Other than being an independent non-executive Director, Mr. Seto has not held any position with the Company or any of its subsidiaries. He is not related to any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Seto does not have any 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. Seto and the Company, Mr. Seto's maximum term of engagement is up to and until the conclusion of the third annual general meeting of the Company from the date of his appointment. Mr. Seto will stand for election at the AGM and 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 Bye-laws which require, inter alia, that every Director (save for any executive chairman and any managing director), including non-executive Directors, shall retire from office no later than the third annual general meeting after he was last elected or re-elected. Under the terms

of the service contract entered into between Mr. Seto and the Company, subject to approval by the Shareholders at the annual general meeting, Mr. Seto will be entitled to a director's fee of HK\$200,000 per annum, with reference to his qualification and experience.

In relation to the re-election of Mr. Seto as an independent non-executive Director, 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.

NOTICE OF ANNUAL GENERAL MEETING



HOP HING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 47)

NOTICE IS HEREBY GIVEN that an annual general meeting of Hop Hing Holdings Limited (the “**Company**”) will be held at Units E & F, 2/F., Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories on Tuesday, 13 June 2006 at 12:00 noon (or any adjournment thereof) for the following purposes:

1. to receive and consider the audited financial statements of the Company and the reports of the Directors and the Auditors thereon for the year ended 31 December 2005;
2. to re-elect Hung Hak Hip, Peter as Director of the Company;
3. to re-elect Lee Pak Wing as Director of the Company;
4. to re-elect Wong Kwok Ying as Director of the Company;
5. to re-elect Seto Gin Chung, John as Director of the Company;
6. to authorise the Directors to fix the remuneration for Directors;
7. to re-appoint Auditors 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:

8. “**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;
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 bye-laws 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 Bye-laws 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

9. **“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 (“**Shares**”) on 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 Listing Rules of 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 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 Bye-laws 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.”

10. **“THAT** conditional upon the passing of Resolutions No. 8 and 9, the general unconditional mandate in Resolution No. 8 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. 9 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.”

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

11. **“THAT:**

- (i) “合興集團有限公司” be adopted as the Chinese name of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) such Chinese name be filed and/or registered with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement such adoption of Chinese name by the Company.”

By Order of the Board

Wong Kwok Ying
Company Secretary

Hong Kong, 28 April 2006

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:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and in the event of a poll, 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 Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th 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 8 June 2006 to 13 June 2006, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the annual general meeting,
 - (a) all transfers in relation to Shares held by the Members whose names are recorded in the register of members of the Company in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Company's Registrars 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 not later than 4:00 p.m. on 7 June 2006 for registration; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) all transfers in relation to Shares held by the Members whose names are recorded in the register of members of the Company in Bermuda, accompanied by the relevant share certificates, must be lodged with HSBC Institutional Trust Services (Asia) Limited, at 39th Floor, Dorset House, Taikoo Place, 979 King's Road, Hong Kong not later than 4:00 p.m. on 7 June 2006 for registration.
5. Concerning items 2 to 5 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix II to this circular.
6. Concerning item 8 above, the Directors wish to state that 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 existing issued share capital.
7. Concerning items 9 and 10 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 this notice.
8. Concerning item 11 above, approval is being sought from Members for adoption of Chinese name of the Company.

As at the date hereof, the executive Directors of the Company are 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. Wong Yu Hong, Philip, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward and Mr. Seto Gin Chung, John.