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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 ITS OWN 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 Units E & F, 2nd Floor, Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong on 11 June 2010 at 11:00 a.m. (or such adjournment thereof) is set out on pages 12 to 16 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.

30 April 2010

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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 11 June 2010 (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 16 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 (2007 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 2010, 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 pages 12 to 16 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“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”	Holder(s) of the Warrants
“2009 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\$0.25 per Share (subject to adjustment) at any time from 29 April 2008 to 30 April 2009 (both days inclusive)
“%”	per cent.



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

Executive of Directors:

Wong Kwok Ying
Lam Fung Ming, Tammy

Non-executive Directors:

Hung Hak Hip, Peter (*Chairman*)
Hung Chiu Yee
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

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

30 April 2010

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

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE ITS OWN 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 regarding the proposed grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors to seek your approval to the resolutions 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 511,315,472 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 102,263,094 Shares. In addition, Ordinary Resolution No. 9 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. 8 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, *GBS*, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, Mr. Seto Gin Chung, John and Hon. Shek Lai Him, Abraham, *SBS, JP*.

Pursuant to Article 108 of the Articles of Association, Mr. Hung Hak Hip, Peter, Mr. Seto Gin Chung, John and Mr. Wong Kwok Ying 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.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 11 June 2010 at 11:00 a.m. (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 12 to 16 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.

LETTER FROM THE BOARD

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. 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. RECOMMENDATIONS

The Board believes that the renewal 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 all Shareholders should vote in favor of the resolutions set out in the AGM Notice.

8. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 8 June 2010 to 11 June 2010, 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 7 June 2010 for registration.

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. 7 is passed.

As at the Latest Practicable Date, the issued capital of the Company comprised 511,315,472 Shares and 101,748,611 units of Warrants in an aggregate amount of HK\$20,349,722.20 on the basis of the subscription price of HK\$0.20 per Share (subject to adjustment), entitling the holders thereof to subscribe for 101,748,611 Shares. The expiry date of Warrants is 31 May 2013.

Subject to the passing of Ordinary Resolution No. 7 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 51,131,547 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

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 2009 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 HK\$	Lowest HK\$	Highest HK\$	Lowest HK\$
2009				
April	0.390	0.300	0.080**	0.032**
May	0.390	0.300	—	—
June	0.390	0.340	0.206	0.162
July	0.440	0.345	0.246	0.173
August	0.415	0.320	0.220	0.128
September	0.330	0.280	0.155	0.110
October	0.325	0.280	0.135	0.096
November	0.355	0.300	0.160	0.130
December	0.365	0.325	0.168	0.135
2010				
January	0.450	0.345	0.218	0.154
February	0.380	0.340	0.180	0.160
March	0.500	0.365	0.285	0.170
April (up to and including the Latest Practicable Date)	0.470	0.410	0.270	0.230

* Dealings in Warrants commenced on 10 June 2009.

** Dealings of 2009 Warrants in April 2009, the listing of which was withdrawn on 30 April 2009.

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 was deemed to be interested in 327,034,536 Shares in aggregate held by Hop Hing Oil (1985) Limited and Hung's (1985) Limited (collectively, the "Controlling Shareholders"), representing approximately 64% of the issued share capital of the Company. Mr. Hung was also interested in 9,475,760 Shares, representing approximately 1.9% 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 owned by the Controlling Shareholders and Mr. Hung, 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 and Mr. Hung would, in aggregate, be increased to approximately 73.1% of the issued share capital of the Company and 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 65, Chairman of the Group, is the 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 was a non-executive director of Qin Jia Yuan Media Services Company Limited, a company listed in Hong Kong, up to 3 December 2009. Save as disclosed above, Mr. Hung did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Hung is a director of certain subsidiaries of the Company. As at the Latest Practicable Date, he was the sole director and beneficial owner of the trustee of two family discretionary trusts which beneficially owned 327,034,536 Shares (approximately 64% of the issued share capital of the Company as at the Latest Practicable Date) and 65,406,906 units of Warrants in aggregate. The trustee is deemed to be a substantial or controlling shareholder of the Company by virtue of the SFO.

As at the Latest Practicable Date, Mr. Hung was interested in 9,475,760 Shares (approximately 1.9% of the issued share capital of the Company as at the Latest Practicable Date) and 1,895,150 units of Warrants, of which 2,808,903 Shares and 561,780 units of Warrants were beneficially owned by a discretionary trust whose discretionary beneficiaries included certain associates of Mr. Hung. He was also interested in share options with rights to subscribe for 4,928,000 Shares (approximately 1% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Hung 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. Hung and the Company and the provisions of the Articles of Association, 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. Under the terms of the service contract entered into between Mr. Hung and the Company, 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. For the financial year ended 31 December 2009, the director's fee of Mr. Hung as a non-executive director of the Group was HK\$990,000.

In relation to the re-election of Mr. Hung as a 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 61, appointed an independent non-executive director of the Group on 25 April 2006, is a member of the audit 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. 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 417,373 Shares (approximately 0.1% of the issued share capital of the Company as at the Latest Practicable Date) and 83,474 units of Warrants. He was also interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.5% 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 2009, the director's fee of Mr. Seto as an independent non-executive director of the Group 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. WONG KWOK YING

Mr. Wong Kwok Ying, aged 50, is the Chief Financial Officer and Company Secretary of the Group and was appointed an executive 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 25 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, 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 whose discretionary beneficiaries include certain associates of Mr. Hung Hak Hip, Peter, the Chairman 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 1% of the issued share capital of the Company as at the Latest Practicable Date), which is 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\$1,704,600, 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Units E & F, 2/F., Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong on Friday, 11 June 2010, at 11:00 a.m. (or any adjournment thereof) for the following purposes:

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 2009;
2. to re-elect Mr. Hung Hak Hip, Peter as Non-executive Director;
3. to re-elect Mr. Seto Gin Chung, John as Independent Non-executive Director;
4. to re-elect Mr. Wong Kwok Ying as Executive Director;
5. to authorise the Directors to fix the remuneration for Directors;
6. 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:

7. “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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).”

8. **“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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9. “**THAT** conditional upon the passing of Resolutions No. 7 and 8, the general unconditional mandate in Resolution No. 7 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. 8 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, 30 April 2010

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 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 8 June 2010 to 11 June 2010, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the Annual General Meeting, all

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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 7 June 2010 for registration.

5. Concerning items 2 to 4 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix II to the circular dated 30 April 2010.
6. Concerning item 7 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 existing issued share capital.
7. Concerning items 8 and 9 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 30 April 2010.

As at the date of this notice, 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, GBS, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, Mr. Seto Gin Chung, John and Hon. Shek Lai Him, Abraham, SBS, JP.