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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an AGM of Hop Hing Group Holdings Limited to be held at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Monday, 4 June 2012 at 11:00 a.m. is set out on pages 11 to 12 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 2012

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## DEFINITIONS

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*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 4 June 2012
“AGM Notice”	the notice convening the AGM as set out on pages 11 to 12 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
“Convertible Securities”	the perpetual subordinated convertible securities issued by the Company on 12 March 2012
“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
“Latest Practicable Date”	24 April 2012, 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

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## DEFINITIONS

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“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
“Ordinary Resolutions”	the proposed ordinary resolutions in the AGM Notice as set out on page 11 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.

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## LETTER FROM THE BOARD

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### 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*)  
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 2012

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

Dear Sir or Madam,

### **PROPOSED 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 re-election of retiring Directors and to seek your approval to the Ordinary Resolutions to these matters.

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## LETTER FROM THE BOARD

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### 2. 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, Ms. Hung Chiu Yee 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 and Hon. Shek Lai Him, Abraham, *SBS, JP*.

Pursuant to Articles 108 and 111 of the Articles of Association, Mr. Hung Hak Hip, Peter, Mr. Hung Ming Kei, Marvin, Mr. Sze Tsai To, Robert, Mr. Lee Pak Wing and Ms. Lam Fung Ming, Tammy 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 including Mr. Sze as the independent non-executive Director of the Company. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Although Mr. Sze has been serving the Board as independent non-executive Director for more than 9 years, the Directors consider that Mr. Sze remains independent pursuant to rule 3.13 of the Listing Rules as Mr. Sze is not connected with any director, senior management or substantial or controlling shareholder of the Company. In addition, as Mr. Sze 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 Mr. Sze.

### 3. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 4 June 2012 at 11:00 a.m. at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong is set out on pages 11 to 12 of this circular at which resolutions will be proposed to approve 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.

### 4. 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.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 1 June 2012 to 4 June 2012, 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 2012 for registration.

### 6. RECOMMENDATIONS

The Board believes that 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.

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

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Mr. Hung Hak Hip, Peter**

**Mr. Hung Hak Hip, Peter**, aged 67, Chairman of the Company, is the chairman of the nomination committee and a member of each of the audit committee and the remuneration 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 a brother of Ms. Hung Chiu Yee, a non-executive Director of the Company and is an uncle of Mr. Hung Ming Kei, Marvin, an executive Director and the Chief Executive Officer of the Company. He is also a brother of Mr. Hung Hak Yau who was deemed to be a substantial shareholder of the Company by virtue of the SFO. 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 Hungs Family (2009) Limited as the trustee of two family discretionary trusts which beneficially owned 327,034,536 Shares (approximately 62.9% of the issued share capital of the Company as at the Latest Practicable Date) and 65,406,906 units of Warrants in aggregate. Hungs Family (2009) Limited and Mr. Hung were deemed to be substantial shareholders of the Company by virtue of the SFO. Mr. Hung was also deemed to be interested in 4,987,094,594 Convertible Securities held by certain companies indirectly controlled by Mr. Hung by virtue of the SFO.

As at the Latest Practicable Date, Mr. Hung was interested in 9,475,760 Shares (approximately 1.8% 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 0.9% 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 2011, the director's fee of Mr. Hung as a non-executive Director of the Company 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.



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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Mr. Hung Ming Kei, Marvin**

**Mr. Hung Ming Kei, Marvin**, aged 41, was appointed an executive Director and Chief Executive Officer of the Company with overall responsibility for the edible oils business and the quick service restaurant chain business of the Group on 12 March 2012. Mr. Hung is a member of the nomination committee of the Company. Mr. Hung holds a Bachelor's degree in Science majoring in Accounting from the University of Southern California in the United States of America and a Master's degree in Business Administration from China Europe International Business School. Mr. Hung has approximately 20 years of experience in business management. Mr. Hung is a nephew of Mr. Hung Hak Hip, Peter and Ms. Hung Chiu Yee and a son of Mr. Hung Hak Yau, a substantial shareholder of the Company by virtue of the SFO. Mr. Hung currently holds various public positions, including member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, Executive Committee Member of China Federation of Overseas Chinese Entrepreneurs, Vice President of Beijing Association of Enterprises with Foreign Investment, Vice President of Beijing Chinese Business Association, and Executive President of Beijing Youth Chamber of Commerce.

Other than being an executive Director, Mr. Hung has not held any other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas. He is a director of certain subsidiaries of the Company. He is also a director of certain companies, the voting power at general meetings of which is indirectly controlled by the trustee of certain discretionary trusts and the trustees were deemed to be substantial shareholders of the Company by virtue of the SFO. As at the Latest Practicable Date, Mr. Hung was interested in 104,163 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date) and 20,832 units of Warrants. 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, the initial term is from 12 March 2012 up to the date of next annual general meeting of the Company. Upon re-election as an executive Director at the next annual general meeting, a service contract with Mr. Hung would be entered into for a term of three years. Thereafter, his term of directorship 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 and the Listing Rules. Under the terms of the service contract entered into between Mr. Hung and the Group, Mr. Hung is entitled to an annual director's fee, an annual salary and a housing benefit, with reference to his qualification and experience, of HK\$2,000,000, RMB1,600,000 and RMB360,000 respectively and a performance related discretionary bonus.

In relation to the re-election of Mr. Hung 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.

**Mr. Sze Tsai To, Robert**

**Mr. Sze Tsai To, Robert**, aged 71, appointed an independent non-executive Director of the Company on 1 June 2000, is the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Sze is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and was a partner in an international firm of accountants with which he practised for over 20 years. He is also an independent non-executive director of a number of Hong Kong listed companies including Asia Satellite Telecommunications Holdings Limited, China Travel International Investment Hong Kong Limited, Dah Sing Banking Group Limited, Dah Sing Financial Holdings Limited, Min Xin Holdings Limited, Nanyang Holdings Limited, QPL International Holdings Limited and Sunwah Kingsway Capital Holdings Limited. Save as disclosed above, Mr. Sze has not held any other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas.

Mr. Sze is not connected with any director, senior management or substantial or controlling shareholder of the Company. As disclosed under “Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares” set out in the 2011 annual report of the Company, Mr. Sze was interested in 2,045,565 Shares (approximately 0.4% 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 0.5% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, as at the Latest Practicable Date, Mr. Sze 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. Sze and the Company and the provisions of the Articles of Association, the term of Mr. Sze’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. Sze and the Company, he is entitled to a director’s fee which is to be determined by the Board and subject to the approval by the Shareholders at the annual general meeting, with reference to his qualification and experience. For the financial year ended 31 December 2011, the aggregate director’s fee of Mr. Sze as an independent non-executive Director was HK\$275,000.

In relation to the re-election of Mr. Sze 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. Lee Pak Wing**

**Mr. Lee Pak Wing**, aged 66, 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 other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas. 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 certain discretionary trusts and the trustees were deemed to be substantial shareholders of the Company by virtue of the SFO.

As disclosed under “Directors’ and Chief Executive’s Interests and Short Positions in Shares and Underlying Shares” set out in the 2011 annual report of the Company, Mr. Lee was interested in 2,376,052 Shares (approximately 0.5% of the issued share capital of the Company as at the Latest Practicable Date) and 475,210 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, as at the Latest Practicable Date, Mr. Lee 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. Lee and the Company and the provisions of the Articles of Association, 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. Under the terms of the service contract entered into between Mr. Lee and the Company, he is entitled to a director’s fee which is to be determined by the Board and subject to the approval by the Shareholders at the annual general meeting, with reference to his qualification and experience. For the financial year ended 31 December 2011, 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, 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.

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## APPENDIX I      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Ms. Lam Fung Ming, Tammy**

**Ms. Lam Fung Ming, Tammy**, aged 48, the Chief Operating Officer of the Group and is responsible for the sales activities, manufacturing, quality assurance and product development in respect of the Group's edible oil business. She holds a Bachelor of Science degree in Food Science and Technology and a Higher Diploma in Chemical Technology from Hong Kong Polytechnic University. She has over 20 years' experience in the oil and food industry. Ms. Lam joined the Group in 1990 and was appointed an executive Director on 1 November 2004.

Other than being an executive Director, Ms. Lam did not hold any other directorship in public listed companies in the last three years preceding the Latest Practicable Date. She is a director of certain subsidiaries of the Company and a director of certain associated companies of the Company including Evergreen Oils & Fats Limited. She is also a director of certain companies, the voting power at general meetings of which is indirectly controlled by the trustee of certain discretionary trusts and the trustees were deemed to be substantial shareholders of the Company by virtue of the SFO.

As at the Latest Practicable Date, Ms. Lam was granted 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), which is subject to certain performance targets being met by her. Save as disclosed above, Ms. Lam 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 Ms. Lam and the Company, Ms. Lam does not have any fixed term of service with the Company. Her term of directorship 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 and the Listing Rules. Under the terms of the service contract entered into between Ms. Lam and the Company, Ms. Lam is entitled to an annual remuneration, with reference to her qualification and experience, currently being HK\$1,212,600 and bonuses which will be payable according to the relevant bonus entitlement scheme of the Company.

In relation to the re-election of Ms. Lam 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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 Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Monday, 4 June 2012, at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY 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 2011;
- 2 to re-elect Mr. Hung Hak Hip, Peter as non-executive Director;
- 3 to re-elect Mr. Hung Ming Kei, Marvin as executive Director;
- 4 to re-elect Mr. Sze Tsai To, Robert as independent non-executive Director;
- 5 to re-elect Mr. Lee Pak Wing as non-executive Director;
- 6 to re-elect Ms. Lam Fung Ming, Tammy as executive Director;
- 7 to authorise the Directors to fix the remuneration for Directors; and
- 8 to re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration.

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

Hong Kong, 30 April 2012

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 1 June 2012 to 4 June 2012, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the 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 2012 for registration.
5. Concerning resolutions 2 to 6 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix I to the circular dated 30 April 2012.
6. 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, Ms. Hung Chiu Yee and Mr. Lee Pak Wing. The independent non-executive directors of the Company are Dr. Hon. Wong Yu Hong, Philip, GBS, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, Mr. Seto Gin Chung, John and Hon. Shek Lai Him, Abraham, SBS, JP.