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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 BUY-BACK 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 Room 2401-02, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 2 June 2017 at 10:30 a.m. is set out on pages 13 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 by 10:30 a.m. on 31 May 2017 (Hong Kong Time) (being not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

26 April 2017

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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 2 June 2017
“AGM Notice”	the notice convening the AGM as set out on pages 13 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
“Buy-back Mandate”	the general mandate for the Company to buy-back securities as described in paragraph 3 of the “Letter from the Board” of this circular
“Close associate”	shall have the meaning ascribed to it in the Listing Rules
“Companies Law”	The Companies Law (2010 Revision) of the Cayman Islands, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Hop Hing Group Holdings Limited, a company incorporated with limited liability in the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 47)
“Connected Person(s)”	shall have the meaning ascribed to it in the Listing Rules
“core 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\$” and “cents”	Hong Kong dollars and cents respectively, 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

DEFINITIONS

“Latest Practicable Date”	20 April 2017, 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
“Ordinary Resolutions”	the proposed ordinary resolutions as set out in the AGM Notice
“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), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) 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
“Substantial Shareholders”	shall have the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

Independent Non-executive Directors:

Seto Gin Chung, John (*Chairman*)
Wong Yu Hong, Philip
Sze Tsai To, Robert
Cheung Wing Yui, Edward
Shek Lai Him, Abraham
Wan Sai Cheong, Joseph

Registered Office:

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

Non-executive Director:

Lam Fung Ming, Tammy

Principal Place of Business in

Hong Kong:

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

Executive Directors:

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

26 April 2017

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate. This Issue Mandate will grant the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with such number of additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company. As at the Latest Practicable Date, a total of 10,070,431,786 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 bought-back by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 2,014,086,357 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 bought-back under the Buy-back Mandate.

3. GENERAL MANDATE TO BUY-BACK SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Buy-back Mandate. This Buy-back Mandate will grant the Directors a general and unconditional mandate to exercise all powers of the Company to buy-back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of such number not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company. An explanatory statement as required by the Listing 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. Hung Ming Kei, Marvin and Mr. Wong Kwok Ying; the independent non-executive Directors are Mr. Seto Gin Chung, John (Chairman), Dr. Hon. Wong Yu Hong, Philip, *GBS*, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, *BBS*, Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Wan Sai Cheong, Joseph; and the non-executive Director is Ms. Lam Fung Ming, Tammy.

Pursuant to the Articles of Association, Mr. Hung Ming Kei, Marvin and Hon. Shek Lai Him, Abraham, *GBS, JP* would retire by rotation at the AGM and are eligible for re-election. Dr. Hon. Wong Yu Hong, Philip, *GBS* will retire at the AGM and will not offer himself for re-election. Separate resolutions will be proposed at the AGM for the re-election of each of the retiring Directors of the Company. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Although Hon. Shek Lai Him, Abraham, *GBS, JP* has been serving the Board as an independent non-executive Director for more than 9 years, the Directors consider that Mr. Shek remains independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. In addition, as Mr. Shek has been giving valuable advices to the Board, the Directors believe that it is in the best interests of the Shareholders and the Company to re-elect Mr. Shek.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 2 June 2017 at 10:30 a.m. at Room 2401-02, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 13 to 16 of this circular at which resolutions will be proposed to approve the renewal of the Issue Mandate and the Buy-back Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herein. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instruction printed therein and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:30 a.m. on 31 May 2017 (Hong Kong time) (being not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

6. VOTING BY WAY OF POLL

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

7. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the transfer books and register of members of the Company will be closed from 29 May 2017 to 2 June 2017, 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 26 May 2017 for registration.

8. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATIONS

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

Yours faithfully,
On Behalf of the Board
Hop Hing Group Holdings Limited
Seto Gin Chung, John
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK PROPOSAL

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

1. SHARE CAPITAL

It is proposed that the Buy-back Mandate will authorize the buy-back of Shares subject to the number of the Shares to be bought-back by the Company shall not exceed 10% of the total number of Shares in issue as at the date on which Ordinary Resolution No. 8 is passed.

As at the Latest Practicable Date, the issued Share of the Company is 10,070,431,786 Shares.

Subject to the passing of Ordinary Resolution No. 8 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 share options presently in issue or otherwise), the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 1,007,043,178 Shares.

2. REASONS FOR BUY-BACK

The Directors believe that the grant of the Buy-back Mandate is in the best interest of the Company and its Shareholders because buy-backs will only be made when the Directors believe that such buy-backs 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 BUY-BACK

Buy-backs 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 buy-back, 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 buy-back, 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 bought-back, 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 buy-back 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 2016 annual report of the Company in the event that the Buy-back Mandate was to be exercised in full. However, the Directors do not intend to exercise the power to buy-back Shares pursuant to the Buy-back 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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK PROPOSAL

5. SHARE PRICES

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

	Highest	Share	Lowest
	<i>HK\$</i>		<i>HK\$</i>
2016			
April	0.117		0.110
May	0.114		0.096
June	0.101		0.095
July	0.100		0.093
August	0.120		0.095
September	0.121		0.108
October	0.120		0.113
November	0.169		0.120
December	0.144		0.129
2017			
January	0.167		0.128
February	0.202		0.154
March	0.218		0.183
April (up to the Latest Practicable Date)	0.255		0.209

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back 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 respective close associates (as defined in the Listing Rules), have any present intention to sell any Securities to the Company or its subsidiaries under the Buy-back Mandate if the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) 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 Buy-back Mandate is approved by the Shareholders.

8. EFFECT ON TAKEOVERS CODE

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

As at the Latest Practicable Date and so far as was known to the Directors, by virtue of the SFO, Mr. Hung Hak Hip, Peter and Mr. Hung Ming Kei, Marvin (collectively, the “Controlling Shareholders”), who are concert parties for the purposes of the Takeovers Code, were deemed to be interested in a total of 7,225,456,432 Shares, representing approximately 71.75% of the issued Shares of the Company. On the basis that no further Shares are issued or bought-back and that there is no change in the shareholding in the Company beneficially owned by the Controlling Shareholders, if the Company were to buy-back Shares up to the permitted maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company pursuant to the Buy-back Mandate, the shareholding of the Controlling Shareholders would, in aggregate, be increased to approximately 79.72% of the issued Shares of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate. The Directors have no present intention to exercise the Buy-back Mandate to such an extent which will result in the Company failing to comply with the public float requirement under Rule 8.08 of the Listing Rules.

9. SECURITIES BOUGHT-BACK BY THE COMPANY

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

MR. HUNG MING KEI, MARVIN

Mr. Hung Ming Kei, Marvin, aged 46, is the Chief Executive Officer of the Group with overall responsibility for the business of the Group. He was appointed an executive director and the Chief Executive Officer 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 in 1992 and a Master's degree in Business Administration from China Europe International Business School. Mr. Hung has over 20 years of experience in business management and quick service restaurant operations. Mr. Hung is a nephew of Mr. Hung Hak Hip, Peter, the Honorary Chairman of the Company. By virtue of the SFO, Mr. Hung is a substantial shareholder of the Company. Save as disclosed above, Mr. Hung is not connected with any director, senior management or substantial or controlling shareholder of the Company.

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.

Save as disclosed above, 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 companies, the voting power at general meetings of which is directly or indirectly controlled by controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Hung was interested in 3,569,134,351 Shares (approximately 35.4%) within the meaning of Part XV of the SFO. Of these shares, Mr. Hung was the beneficial owner of 72,652,163 Shares and he was deemed to be interested in 3,496,482,188 Shares through the interests of his controlled corporations. 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 Group and the provision 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 services contract entered into between Mr. Hung and the Group, he is entitled to an annual 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 2016, the annual director's fee of Mr. Hung as an executive Director was HK\$2,000,000. He was also entitled to an annual salary of RMB1,600,000 and a cash housing allowance of RMB360,000 per annum with tax equalization arrangement and a performance related discretionary bonus for being the Chief Executive Officer of the Group. Having considered the recommendation made by the remuneration committee of the Company, the Board approved to revise Mr. Hung's annual salary to RMB1,738,000 and a cash housing allowance to RMB391,000 per annum with effect from 1 January 2017, while Mr. Hung's annual director's fee remains unchanged.

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.

HON. SHEK LAI HIM, ABRAHAM, GBS, JP

Hon. Shek Lai Him, Abraham, *GBS, JP*, aged 71, appointed an independent non-executive director of the Group on 1 January 2007, is a member of each of the remuneration committee and the nomination committee of the Company. Mr. Shek graduated from the University of Sydney, Australia with a Bachelor of Arts degree. He has been a member of the Legislative Council of the HKSAR representing real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of the Court of The Hong Kong University of Science & Technology, a member of the Court and Council of The University of Hong Kong, and has been appointed as a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption (ICAC) as from 1 January 2017. He was a director of The Hong Kong Mortgage Corporation Limited until 25 April 2016. He had been the vice chairman of Independent Police Complaints Council and retired on 1 January 2015. Mr. Shek was appointed as Justice of the Peace in 1995 and awarded Silver Bauhinia Star in 2007 and received Gold Bauhinia Star in July 2013. Mr. Shek was appointed as a non-executive director of Mandatory Provident Fund Schemes Authority with effect from 17 March 2015.

He is an independent non-executive director of a number of Hong Kong listed companies including NWS Holdings Limited, Midas International Holdings Limited, Paliburg Holdings Limited, Lifestyle International Holdings Limited, Chuang's Consortium International Limited, Country Garden Holdings Company Limited, MTR Corporation Limited, SJM Holdings Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited and Cosmopolitan International Holdings Limited. He was an independent non-executive director of ITC Corporation Limited until 4 p.m. on 28 March 2017, and of Dorsett Hospitality International Limited until 10 March 2016 and of TUS International Limited until 5 January 2017. Mr. Shek is the chairman and an independent non-executive director of Chuang's China Investments Limited. Mr. Shek is an independent non-executive director and chairman of nomination committee of Goldin Financial Holdings Limited as from 9 January 2017. He is also the vice chairman and an independent non-executive director of ITC Properties Group Limited. Mr. Shek was an independent non-executive director of Titan Petrochemicals Group Limited and Hsin Chong Construction Group Limited until 26 February 2014 and 11 May 2014 respectively. Mr. Shek is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust and an independent non-executive director of Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust. Save as disclosed above, Mr. Shek 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. Shek is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Shek was interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.02% of the issued Shares of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Shek 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. Shek and the Company and the provisions of the Articles of Association, the term of Mr. Shek'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. Shek 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 2016, the director's fee of Mr. Shek as an independent non-executive Director was HK\$220,000.

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

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 Room 2401-02, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 2 June 2017 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

1. to receive and consider the audited financial statements of the Company and the reports of the Directors and the Auditor thereon for the year ended 31 December 2016;
2. to declare a final dividend of HK0.62 cent per ordinary share for the year ended 31 December 2016;
3. to re-elect Mr. Hung Ming Kei, Marvin as executive Director;
4. to re-elect Hon. Shek Lai Him, Abraham, *GBS, JP* as independent non-executive Director;
5. to authorise the Directors to fix the remuneration for Directors;
6. to re-appoint Ernst & Young as auditor of the Company and to authorise the Directors to fix their remuneration; and

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

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;
 - (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 number 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 total number of Shares 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 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

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 buy-back 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 number of the Shares to be bought-back by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares of the Company in issue 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.”

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 such number of Shares representing the total number of shares bought-back by the Company under the authority granted pursuant to Resolution No. 8 set out in this notice, provided that such number of Shares so bought-back shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 26 April 2017

NOTICE OF ANNUAL GENERAL MEETING

*Head Office and Principal Place of Business
in Hong Kong:*
Flats 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
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 or her 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 by 10:30 a.m. on 31 May 2017 (Hong Kong time) (being 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 29 May 2017 to 2 June 2017, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the 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 26 May 2017 for registration.
5. The transfer books and register of members of the Company will be closed from 8 June 2017 to 9 June 2017, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 June 2017 for registration. The final dividend will be distributed on or about 28 June 2017 to shareholders whose names appear on the register of members of the Company on 9 June 2017.
6. Concerning resolutions 3 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 26 April 2017.
7. Concerning resolution 7 above, approval is being sought from Members for a general mandate to be given to the Directors to allot, issue and deal with 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 total number of shares of the Company in issue as at the date of passing such resolution.
8. Concerning resolutions 8 and 9 above, approval is being sought from Members for a general mandate to be given to the Directors to buy-back shares and to reissue securities as a result of such buy-back. 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 together with the circular dated 26 April 2017.
9. As at the date of this notice, the executive directors of the Company are Mr. Hung Ming Kei, Marvin and Mr. Wong Kwok Ying. The independent non-executive directors of the Company are Mr. Seto Gin Chung, John (Chairman), Dr. Hon. Wong Yu Hong, Philip, *GBS*, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, *BBS*, Hon. Shek Lai Him, Abraham, *GBS*, *JP* and Mr. Wan Sai Cheong, Joseph. The non-executive director of the Company is Ms. Lam Fung Ming, Tammy.