



# HOP HING HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 47)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Hop Hing Holdings Limited (the “Company”) will be held at Units E & F, 2/F., Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories on 20 June 2005 at 11:45 a.m. (or as soon thereafter as the Annual General Meeting of the Company convened on the same date and at the same place shall have been concluded or adjourned) to consider as special business and if thought fit, pass, with or without amendments, the following resolution as a special resolution:

“**THAT**, with effect from the conclusion of the special general meeting at which this resolution is passed, the Bye-Laws of the Company be amended as follows:

- (a) By re-numbering the existing Bye-Laws 59(b), (c) and (d) as Bye-Laws 59(c), (d) and (e) respectively and adding the following new Bye-Law 59(b) immediately after the existing Bye-Law 59(a):
- “(b) notwithstanding any other provisions in these Bye-laws, if the chairman of the meeting and/or the Directors individually or collectively holding proxies in respect of shares representing five (5) per cent or more of the total voting rights at a particular meeting and if on a show of hands the meeting votes in the opposite manner to that instructed in those proxies, the chairman of the meeting and/or the Directors holding proxies as aforesaid individually or collectively shall demand a poll; provided that if it is apparent to the chairman of the meeting from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required; or”
- (b) By inserting the following sentence immediately after the first sentence of Article 75:
- “Non-executive Directors should be appointed for a specific term, subject to re-election.”
- (c) By deleting the word “annual” in the last sentence of Article 77.
- (d) By deleting Bye-Laws 82 and 83 in their entirety and substituting therefor with the following:
- “82. All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every Director (save for any executive chairman and any managing director), including non-executive directors, shall retire from office no later than the third annual general meeting after he was last elected or re-elected. A Director retiring at a meeting shall retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put the meeting and lost.
83. At each annual general meeting, if the number of Directors retiring under Bye-Law 82 is less than one-third (or the number nearest one-third if the total number of Directors is not three or a multiple of three) of the Directors for the time being, then additional Directors shall retire from office by rotation under this Bye-Law 83 to make up the shortfall so that one-third (or the number nearest one-third) of the total number of Directors will retire at each annual general meeting. The Directors to retire under this Bye-Law 83 in every year shall, save for any executive chairman and any managing director, be those who have been the longest in office since their last election or re-election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.”
- (e) By deleting Bye-Law 150 in its entirety.”

By Order of the Board of Directors of  
**Hop Hing Holdings Limited**  
**Wong Kwok Ying**  
*Company Secretary*

Hong Kong, 26 May 2005

*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

*Registered Office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Notes:-*

1. A member of the Company (the “Member”) entitled to attend and vote at the Special General Meeting is entitled to appoint a proxy to attend and in the event of a poll, vote on his behalf. A proxy need not be a Member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company’s Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
4. Approval is being sought from members for amendment to the Bye-laws of the Company in order to reflect the amended provisions of the new Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which came into effect on 1 January 2005 (subject to certain transitional arrangements).

*As at the date hereof, the Executive Directors of the Company are Mr. Wong Kwok Ying and Ms. Lam Fung Ming, Tammy. The Non-executive Directors of the Company are Mr. Hung Hak Hip, Ms. Hung Chiu Yee and Mr. Lee Pak Wing. The Independent Non-executive Directors of the Company are Mr. Wong Yu Hong, Philip, Mr. Sze Tsai To, Robert and Mr. Cheung Wing Yui, Edward.*

“Please also refer to the published version of this announcement in The Standard.”