



# 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 (the “SGM”) of Hop Hing Holdings Limited (the “Company”) will be convened and 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 Monday, 12 September 2005, at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

### ORDINARY RESOLUTION

“**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the 2009 Warrants (as defined below) and any new shares of HK\$0.10 each in the share capital of the Company, which may be issued upon the exercise of the subscription rights attaching to the 2009 Warrants, the directors of the Company (the “Directors”) be and are hereby authorised:

- (a) to create and issue warrants (the “**2009 Warrants**”) which shall be in registered form and shall be exercisable at any time between the date when the 2009 Warrants are issued, currently expected to be on or about 15 September 2005 to 30 April 2009 (both days inclusive) to subscribe for shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) at an initial subscription price of HK\$0.25 per Share, subject to adjustment and otherwise on the terms and subject to the conditions set out in the Warrant Instrument (a copy of the form of which has been produced to this meeting and marked “A” and signed by the Chairman hereof for the purpose of identification) by way of bonus to the registered holders of the Shares as at 12 September 2005 (the “**Record Date**”) and so that such 2009 Warrants shall confer on such persons the right to subscribe at HK\$0.25 per Share for 2009 Warrant on the basis of one new Share for every five existing Shares then held, PROVIDED THAT:
- (i) in the case of holders of Shares having registered addresses in any jurisdiction outside Hong Kong on the Record Date, the relevant 2009 Warrants will not be issued to such overseas holders but will be sold in the market as soon as practicable after dealings in the 2009 Warrants commence, if a premium (net of expenses) can be obtained. The net proceeds of such sale, after deduction of expenses, will be distributed in Hong Kong dollars to such overseas holders pro rata to their respective holdings of Shares unless the amount falling to be distributed to any such overseas holders is less than HK\$100, in which case, such amount will be retained for the benefit of the Company; and
- (ii) fractional entitlements to the 2009 Warrants will not be issued but will be aggregated and sold for the benefit of the Company;
- (b) to allot and issue new Shares which may fall to be issued upon the exercise of the subscription rights under the 2009 Warrants or any of them; and
- (c) to do all such other acts and things as the Directors consider necessary or expedient to give effect to the above arrangements.”

By Order of the Board  
**Hop Hing Holdings Limited**  
**Wong Kwok Ying**  
*Executive Director and Company Secretary*

Hong Kong, 24 August 2005

*Principal Place of Business in Hong Kong:*

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

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him on the same occasion. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude members from attending and voting at the SGM.

*As at the date hereof, the executive Directors are Mr. Wong Kwok Ying and Ms. Lam Fung Ming, Tammy. The non-executive Directors are Mr. Hung Hak Hip, Ms. Hung Chiu Yee and Mr. Lee Pak Wing. The independent non-executive Directors are Dr. 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 China Daily.”