



HOP HING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 47)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Hop Hing Holdings Limited (the “**Company**”) will 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 Monday, 7 April 2008 at 11:30 a.m. (or as soon thereafter as the meeting of shareholders of the Company convened in accordance with the direction of the Supreme Court of Bermuda shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon the Listing Committee of the Stock Exchange approving the listing of, and granting permission to deal in, ordinary shares of HK\$0.10 each in the issued and proposed issued share capital of Newco (as defined in the Scheme hereinafter mentioned):

- (a) the scheme of arrangement dated 14 March 2008 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) as at the Record Time (as defined in the Scheme), in the form of the print contained in the circular dated 14 March 2008 (the “**Scheme Document**”) which has been produced to this meeting and for the purpose of identification has been marked “A” and signed by the Chairman of this meeting, with any modification thereof or addition thereto or subject to any condition(s) approved or imposed by the Court (as defined in the Scheme) be and is hereby approved;
- (b) the Warrant Proposal (as defined and described in the Scheme Document) be and is hereby approved;

- (c) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme), simultaneously with each other:
- (i) all the Scheme Shares (as defined in the Scheme) shall be cancelled and extinguished and the issued share capital of the Company shall be reduced accordingly;
 - (ii) 1,000 new Shares (as defined in the Scheme) shall be allotted and issued simultaneously, credited as fully paid, to Newco; and
 - (iii) the authorised share capital of the Company shall be reduced so that the authorized share capital shall comprise HK\$100,000 divided into 1,000,000 Shares held by Newco solely; and
- (d) the share option scheme (the “**Share Option Scheme**”) of the Company adopted pursuant to a resolution of the Company passed on 25 June 2004 be and is hereby terminated in accordance with Clause 14.1 of the Share Option Scheme; and
- (e) that the directors of the Company be and are hereby authorized to do all such acts and things as they may, in their absolute discretion, deem fit to effect, implement and complete any of the foregoing including, without limitation, the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme which the Court may see fit to impose.”

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

Hong Kong, 14 March 2008

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:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy enclosed herewith must be deposited at the Company's branch share registrars, Computershare Hong Kong Investor Services Limited, located at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power of attorney or authority, not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Where there are joint holders of any Share, any one of such persons may vote at the SGM either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person, if he so wishes. In the event of a member who has lodged a form of proxy attending the SGM, his form of proxy will be deemed to have been revoked.

As at the date hereof, the board of directors of the Company comprises of Mr. Kwok Ying WONG and Ms. Tammy Fung Ming LAM as executive directors, Mr. Peter Hak Hip HUNG, Ms. Chiu Yee HUNG and Mr. Pak Wing LEE as non-executive directors, Mr. Philip Yu Hong WONG, Mr. Robert Tsai To SZE, Mr. Wing Yui CHEUNG, Mr. John Gin Chung SETO and Mr. Abraham Lai Him SHEK as independent non-executive directors.