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HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Hop Hing Group 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 Wednesday, 3 June 2009, at 11:15 a.m. (or so soon thereafter as the annual general meeting of Hop Hing Group Holdings Limited convened on the same day and at the same place at 11:00 a.m. shall have been concluded or adjourned) 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 2013 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 2013 Warrants, the directors of the Company (the “**Directors**”) be and are hereby authorised:

- (a) to create and issue warrants (the “**2013 Warrants**”) which shall be in registered form and shall be exercisable at any time between the date when the 2013 Warrants are issued, currently expected to be on or about Monday, 8 June 2009 to Friday, 31 May 2013 (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\$0.20 per Share, subject to normal capital adjustments 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

Wednesday, 3 June 2009 (the “**Record Date**”) and so that such 2013 Warrants shall confer on such persons the right to subscribe at HK\$0.20 per Share for 2013 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 2013 Warrants will, at the absolute discretion of the Directors, not be issued to such overseas holders but will be sold in the market as soon as practicable after dealings in the 2013 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 2013 Warrants will not be issued but will be aggregated, and if a premium (net of expenses) can be obtained, sold for the benefit of the Company;
- (b) as a specific mandate to the Directors, to allot and issue new Shares which may fall to be issued upon the exercise of the subscription rights under the 2013 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 Group Holdings Limited
Wong Kwok Ying
Executive Director and Company Secretary

Hong Kong, 15 May 2009

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. Any member entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, 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, situated 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 extraordinary general meeting or any adjournment thereof.
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. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the extraordinary general meeting (or any adjournment thereof) and in such event, the form of proxy shall be deemed to be revoked.
5. The transfer books and register of members of the Company will be closed for purpose of determining the entitlement of the Shareholders to the proposed Bonus Warrants issue from Saturday, 30 May 2009 to Wednesday, 3 June 2009 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for the proposed bonus warrants issue, 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 Friday, 29 May 2009 for registration.

As at the date of this notice, 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, Peter, Ms. Hung Chiu Yee and Mr. Lee Pak Wing. The independent non-executive directors of the Company are Dr. 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.