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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 (the “**EGM**”) of Hop Hing Group Holdings Limited (the “**Company**”) will be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Admiralty, Hong Kong on Tuesday, January 17, 2012, at 11:00 a.m. (or any adjournment thereof) for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the conditional Acquisition Agreement (the “**Acquisition Agreement**”) dated December 1, 2011 entered into between the Company and Queen Board Limited (the “**Seller**”) in relation to the proposed acquisition (the “**Proposed Acquisition**”) of the entire issued share capital (the “**Sale Shares**”) of Summerfield Profits Limited (the “**Target**”) and the loan in the amount of approximately HK\$44 million owed by the Target to the Seller and its associates at a total consideration of HK\$3,475 million (the “**Consideration**”) and the perpetual subordinated convertible securities (the “**Convertible Securities**”) to be issued by the Company as the entire consideration for the Proposed Acquisition in accordance with the terms and conditions of the Acquisition Agreement, a copy of the Acquisition Agreement has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issuance by the Company of the Convertible Securities to the Seller or its nominee(s) on Completion of the Proposed Acquisition to satisfy the Consideration, and the allotment and issuance of 9,391,891,892 new ordinary shares (the “**Conversion Shares**”) of HK\$0.10 each in the share capital of the Company (the “**Shares**”, and each, a “**Share**”) upon conversion of the Convertible Securities by the holder(s) of the Convertible Securities in accordance with the terms and conditions of the Convertible Securities (the “**Terms and Conditions of the Convertible Securities**”) at an initial conversion price of HK\$0.37 per Share be and are hereby approved;

- (c) the increase in the authorized share capital of the Company from HK\$80,000,000 to HK\$1,480,000,000, by the creation of additional 14,000,000,000 unissued Shares of HK\$0.10 each be and is hereby approved; and
- (d) any one of the directors of the Company (the “**Directors**”) be and is hereby authorized to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as he may in his opinion or discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement, the Convertible Securities pursuant to and in accordance with the Terms and Conditions of the Convertible Securities, and all the transactions contemplated thereunder with any changes as such Director may consider reasonable, necessary, desirable or expedient.

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

Hong Kong, December 30, 2011

*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:*

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

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and 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 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, not less than 48 hours before the time fixed for the holding of the EGM 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. The transfer books and register of members of the Company will be closed from Saturday, January 14, 2012 to Tuesday, January 17, 2012, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the EGM, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on January 13, 2012 for registration.
5. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the EGM (or any adjournment thereof) and in such events, the form of proxy shall be deemed to be revoked.
6. 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. Hon. 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*.