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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or a registered dealer in securities, a bank manager, a solicitor, a professional accountant or other professional advisers.

If you have sold or transferred all your shares in **HOP HING GROUP HOLDINGS LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through which the sale or transfer was effected for transmission to the purchaser or the transferee.

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**HOP HING GROUP HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES,
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an AGM of Hop Hing Group Holdings Limited to be held at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 5 June 2014 at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

28 April 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 5 June 2014
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“associate”	shall have the meaning ascribed to it in the Listing Rules
“Board”	the board of directors of the Company or a duly authorized committee thereof
“Company”	Hop Hing Group Holdings Limited, a company incorporated with limited liability in the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 47)
“Companies Law”	The Companies Law (2010 Revision) of the Cayman Islands, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Connected Person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate for the Company to issue securities as described in paragraph 2 of the “Letter from the Board” of this circular
“Latest Practicable Date”	22 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum and Articles of Association” or “Articles of Association”	the amended and restated memorandum and articles of association or articles of association of the Company, as amended from time to time
“Ordinary Resolutions”	the proposed ordinary resolutions as set out in the AGM Notice
“PRC”	the People’s Republic of China
“Securities”	any securities of the Company, including shares of all classes and securities which carry a right to subscribe or purchase shares such as securities convertible into share capital, warrants to subscribe for shares and options to subscribe for shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders” or “Members”	the shareholders of the Company from time to time
“Share Option Scheme”	the share option scheme adopted by the Company on 12 March 2008 and became effective on 25 April 2008
“Share Option Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue on the date on which the Share Option Scheme Mandate Limit was approved by the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

Executive of Directors:

Hung Ming Kei, Marvin (*Chief Executive Officer*)
Wong Kwok Ying

Non-executive Directors:

Hung Hak Hip, Peter (*Chairman*)
Lam Fung Ming, Tammy

Independent Non-executive Directors:

Wong Yu Hong, Philip
Sze Tsai To, Robert
Cheung Wing Yui, Edward
Seto Gin Chung, John
Shek Lai Him, Abraham
Siu Wai Keung

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Flat A
2nd Floor
Hop Hing Building
9 Ping Tong Street East
Tong Yan San Tsuen
Yuen Long
New Territories
Hong Kong

28 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES,
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The primary purpose of this circular is to provide you with the information on the matters to be dealt with at the AGM, which include the proposed grant of the Issue Mandate and the Repurchase Mandate, the refreshment of Share Option Scheme Mandate Limit, and the re-election of retiring Directors, and to seek your approval to the resolutions relating to these matters.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate. This Issue Mandate will grant the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution. As at the Latest Practicable Date, a total of 10,006,288,386 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 2,001,257,677 Shares. In addition, Ordinary Resolution No. 11 will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Repurchase Mandate. This Repurchase Mandate will grant the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution. An explanatory statement as required by the Share Buy Back Rules to provide all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the Ordinary Resolution No. 10 is set out in Appendix I to this circular.

4. REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the existing Share Option Scheme which was adopted on 12 March 2008 and became effective on 25 April 2008.

The purpose of the Share Option Scheme is to provide incentives and rewards to the participants and to enhance their contribution to the success of the Group's operations. The participants of this scheme include any full-time employee and any director of the Company and its subsidiaries, and any person approved by the Board or the shareholders of the Company. Apart from the existing Share Option Scheme, the Company had no other share option scheme as at the Latest Practicable Date.

The maximum number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme Mandate Limit is 43,588,721 Shares. Since the adoption of the Share Option Scheme, the Company has not refreshed the share option scheme mandate limit. On 26 September 2012, holders of the convertible securities which was issued by the Company exercised the conversion rights attaching to the convertible securities and converted all the convertible securities into 9,391,891,892 Shares at the price of HK\$0.37 per Share. As a result of the said conversion, the number of issued Shares increased to 9,912,002,352 Shares. Furthermore, as a result of the exercise of the warrants under warrants of the Company (warrant code: 134) by the warrant holders and also the exercise of the share options by the holders of the existing Share Option Scheme, the number of issued Shares of the Company further increased to 10,006,288,386 Shares as of the Latest Practicable Date. Unless the refreshment of Share Option Scheme Mandate Limit is approved, only up to 9,520,721 Shares

LETTER FROM THE BOARD

may be issued pursuant to the grants of share options under the existing Share Option Scheme. The Board wishes to retain flexibility to be able to make new grants of share options under the existing Share Option Scheme and the Directors consider that the refreshment of Share Option Scheme Mandate Limit will be in the interests of the Company as the existing Share Option Scheme can continue to serve its purpose of providing incentives to the participants to work towards achieving the goals of the Group.

Up to the Latest Practicable Date, 34,068,000 share option was granted under the existing Share Option Scheme representing 0.34% of the Shares in issue as at the Latest Practicable Date and 26,248,980 outstanding and vested share options since the adoption date of the existing Share Option Scheme up to the Latest Practicable Date, representing 0.26% of the Shares in issue as at the Latest Practicable Date. 3,018,880, 0, 3,329,600, 1,470,540 share options respectively lapsed, cancelled, exercised and remained unvested since the adoption date of the existing Share Option Scheme up to the Latest Practicable Date.

Pursuant to paragraph 8.2 of the existing Share Option Scheme, the Company may seek approval from its Shareholders in general meeting to renew the Share Option Scheme Mandate Limit provided that the Share Option Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue at the date of approval of the renewal by the Shareholders. Options previously granted under existing Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the “refreshed” Share Option Scheme Mandate Limit.

The number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the existing Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

On the basis of 10,006,288,386 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Share Option Scheme Mandate Limit may be “refreshed” to enable grant of further share options to subscribe up to 1,000,628,838 Shares, representing 10% of the Shares in issue as at the date of the AGM.

The refreshment of the Share Option Scheme Mandate Limit is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders to approve the refreshment of the Share Option Scheme Mandate Limit at the AGM; and
- (2) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue at the date of the AGM, which may fall to be issued pursuant to the exercise of the share options granted under the “refreshed” Share Option Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of and the permission to deal in the Shares to be issued pursuant to the exercise of share options granted under the “refreshed” Share Option Scheme Mandate Limit.

LETTER FROM THE BOARD

5. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Hung Ming Kei, Marvin and Mr. Wong Kwok Ying; the non-executive Directors are Mr. Hung Hak Hip, Peter and Ms. Lam Fung Ming, Tammy and the independent non-executive Directors are Dr. Hon. Wong Yu Hong, Philip, *GBS*, Mr. Sze Tsai To, Robert, Mr. Cheung Wing Yui, Edward, *BBS*, Mr. Seto Gin Chung, John, Hon. Shek Lai Him, Abraham, *GBS*, *JP* and Siu Wai Keung.

Pursuant to Articles 108 and 111 of the Articles of Association, Mr. Hung Ming Kei, Marvin, Mr. Cheung Wing Yui, Edward, *BBS*, Hon. Shek Lai Him, Abraham, *GBS*, *JP* and Ms. Lam Fung Ming, Tammy would retire by rotation at the AGM and are eligible for re-election. Separate resolutions will be proposed at the AGM for the re-election of each of the retiring Directors of the Company. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Although Mr. Cheung Wing Yui, Edward, *BBS*, has been serving the Board as an independent non-executive Director for more than 9 years, the Directors consider that Mr. Cheung remains independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. In addition, as Mr. Cheung has been giving valuable advices to the Board, the Directors believe that it is to the best interests of the Shareholders and the Company to re-elect Mr. Cheung.

6. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 5 June 2014 at 10:30 a.m. at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong is set out on pages 15 to 19 of this circular at which resolutions will be proposed to approve the renewal of the Issue Mandate and the Repurchase Mandate, refreshment of the Share Option Scheme Mandate Limit and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herein. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instruction printed therein and return the same to the branch share registrar of the Company 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 appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by a poll except where the chairman allows a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be taken by way of poll pursuant to Article 74 of the Articles of Association. The results of the poll will be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the transfer books and register of members of the Company will be closed from 3 June 2014 to 5 June 2014, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, 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 30 May 2014 for registration.

9. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATIONS

The Board believes that the proposals mentioned above, which include the grant of the Issue Mandate and the Repurchase Mandate, the refreshment of Share Option Scheme Mandate Limit and the re-election of retiring Directors, are in the best interest of the Company and the Shareholders. Accordingly, the Board recommends that the Shareholders should vote in favor of all the resolutions set out in the AGM Notice.

Yours faithfully,
On Behalf of the Board
Hop Hing Group Holdings Limited
Hung Hak Hip, Peter
Chairman

This appendix serves as an explanatory statement to provide Shareholders with information relating to the Repurchase Mandate.

1. SHARE CAPITAL

It is proposed that the Repurchase Mandate will authorize the repurchase of Shares subject to the aggregate nominal amount of the Shares to be repurchased by the Company shall not exceed 10% of the issued share capital of the Company as at the date on which Ordinary Resolution No. 10 is passed.

As at the Latest Practicable Date, the issued share capital of the Company is 10,006,288,386 Shares.

Subject to the passing of Ordinary Resolution No. 10 set out in the AGM Notice and on the basis that no further Shares are issued from the Latest Practicable Date to the AGM (whether as a result of the exercise of share options presently in issue or otherwise), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,000,628,838 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that the grant of the Repurchase Mandate is in the best interest of the Company and its Shareholders because repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders, and may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company.

3. FUNDING OF REPURCHASE

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the laws of the Cayman Islands, being profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, if authorized by the Articles of Association and subject to the Companies Law, out of capital, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased, or if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company. It is envisaged that the funds required for any repurchase would be derived from such sources.

4. GENERAL

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the 2013 annual report of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not intend to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which Shares traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Shares Lowest <i>HK\$</i>
2013		
April	0.355	0.290
May	0.355	0.300
June	0.365	0.300
July	0.375	0.325
August	0.375	0.320
September	0.355	0.315
October	0.335	0.325
November	0.340	0.315
December	0.325	0.255
2014		
January	0.290	0.247
February	0.280	0.255
March	0.270	0.238
April (up to the Latest Practicable Date)	0.265	0.236

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and all applicable laws of the Cayman Islands.

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates, have any present intention to sell any Securities to the Company if the Repurchase Mandate is approved by the Shareholders.

No Connected Persons have notified the Company that they have any present intention to sell Securities to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. EFFECT ON TAKEOVERS CODE

If the power to repurchase Shares pursuant to the Repurchase Mandate is exercised and the proportionate interest of a Shareholder or a group of Shareholders in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, the relevant Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and so far as was known to the Directors, by virtue of the SFO, Mr. Hung Hak Hip, Peter and Mr. Hung Ming Kei, Marvin (collectively, the “Controlling Shareholders”), who are concert parties for the purposes of the Takeovers Code, were deemed to be interested in a total of 7,307,282,913 Shares, representing approximately 73.03% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and that there is no change in the shareholding in the Company beneficially owned by the Controlling Shareholders, if the Company were to repurchase Shares up to the permitted maximum of 10% of the issued share capital of the Company pursuant to the Repurchase Mandate, the shareholding of the Controlling Shareholders would, in aggregate, be increased to approximately 81.1% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent which will result in the Company failing to comply with the public float requirement under Rule 8.08 of the Listing Rules.

9. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

MR. HUNG MING KEI, MARVIN

Mr. Hung Ming Kei, Marvin, aged 43, is the Chief Executive Officer of the Group with overall responsibility for the business of the Group. He was appointed an executive director and the Chief Executive Officer of the Group on 12 March 2012. Mr. Hung is a member of the nomination committee of the Company. Mr. Hung holds a Bachelor's degree in Science majoring in Accounting from the University of Southern California in the United States of America in 1992 and a Master's degree in Business Administration from China Europe International Business School. Mr. Hung has over 20 years of experience in business management and quick service restaurant operations. Mr. Hung is a nephew of Mr. Hung Hak Hip, Peter. By virtue of the SFO, Mr. Hung is a substantial shareholder of the Company. Save as disclosed above, Mr. Hung is not connected with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Hung currently holds various public positions, including member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, Executive Committee Member of China Federation of Overseas Chinese Entrepreneurs, Vice President of Beijing Association of Enterprises with Foreign Investment, Vice President of Beijing Chinese Business Association, and Executive President of Beijing Youth Chamber of Commerce.

Save as disclosed above, Mr. Hung has not held any other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas. He is a director of certain companies, the voting power at general meetings of which is directly or indirectly controlled by controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Hung was interested in 3,631,732,184 Shares (approximately 36.3%) within the meaning of Part XV of the SFO. Of these shares, Mr. Hung was the beneficial owner of 104,163 Shares and he was deemed to be interested in 3,631,628,021 Shares through the interests of his controlled corporations. Save as disclosed above, Mr. Hung did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Hung and the Group and the provision of the Articles of Association, the term of Mr. Hung's service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the services contract entered into between Mr. Hung and the Group, he is entitled to an annual director's fee to be determined by the Board, with reference to his qualification and experience and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2013, the annual director's fee of Mr. Hung as an executive Director was HK\$2,000,000. He was also entitled to an annual salary of RMB1,600,000 and a cash housing allowance of RMB360,000 per annum with tax equalization arrangement and a performance related discretionary bonus for being the Chief Executive Officer of the Group.

In relation to the re-election of Mr. Hung as an executive Director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MR. CHEUNG WING YUI, EDWARD, *BBS*

Mr. Cheung Wing Yui, Edward, *BBS*, aged 64, appointed an independent non-executive director of the Group in 1989, is the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Cheung is a consultant of Woo, Kwan, Lee & Lo, solicitors. He is also a qualified solicitor in England and Singapore and a member of CPA Australia.

Mr. Cheung is a non-executive director of a number of Hong Kong listed companies including Tai Sang Land Development Limited, Tianjin Development Holdings Limited, Sunevision Holdings Limited, SRE Group Limited and SmarTone Telecommunications Holdings Limited. He is also an independent non-executive director of Agile Property Holdings Limited which is a Hong Kong listed company. Mr. Cheung was awarded the Bronze Bauhinia Star in 2013. Save as disclosed above, Mr. Cheung has not held any other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas.

Mr. Cheung is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Cheung was interested in 3,027,798 Shares (approximately 0.03% of the issued share capital of the Company as at the Latest Practicable Date). He was also interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Cheung did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Cheung and the Company and the provisions of the Articles of Association, the term of Mr. Cheung's service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Mr. Cheung and the Company, he is entitled to a director's fee to be determined by the Board, with reference to his qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2013, the director's fee of Mr. Cheung as an independent non-executive Director was HK\$220,000.

In relation to the re-election of Mr. Cheung as an independent non-executive Director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

HON. SHEK LAI HIM, ABRAHAM, GBS, JP

Hon. Shek Lai Him, Abraham, *GBS, JP*, aged 68, appointed an independent non-executive director of the Group on 1 January 2007, is a member of each of the remuneration committee and the nomination committee of the Company. Mr. Shek graduated from the University of Sydney, Australia with a Bachelor of Arts degree. He has been a member of the Legislative Council for the Hong Kong Special Administrative Region (“HKSAR”) representing real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of the Court of The Hong Kong University of Science & Technology and a member of the Court and Council of The University of Hong Kong. He is a director of The Hong Kong Mortgage Corporation Limited, Macau Horse Racing Company, Limited and Macau Jockey Club and the vice chairman of Independent Police Complaints Council. He is an independent non-executive director of Jetstar Hong Kong Airways Limited. Mr. Shek was appointed as a Justice of the Peace in 1995 and awarded the Silver Bauhinia Star in 2007. Mr. Shek also received the Gold Bauhinia Star Award from the HKSAR Government in July 2013.

Mr. Shek is an independent non-executive director of a number of Hong Kong listed companies including NWS Holdings Limited, Midas International Holdings Limited, Paliburg Holdings Limited, Lifestyle International Holdings Limited, Chuang’s Consortium International Limited, ITC Corporation Limited, Country Garden Holdings Company Limited, MTR Corporation Limited, Hsin Chong Construction Group Limited, SJM Holdings Limited, Dorsett Hospitality International Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited and Cosmopolitan International Holdings Limited. Mr. Shek is the chairman and an independent non-executive director of Chuang’s China Investments Limited. He is also the vice chairman and an independent non-executive director of ITC Properties Group Limited. Mr. Shek was an independent non-executive director of Titan Petrochemicals Group Limited (a company listed on the Main Board of the Stock Exchange) until 26 February 2014. Mr. Shek is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust and an independent non-executive director of Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust. Save as disclosed above, Mr. Shek has not held any other directorship in the last three years in public companies which securities are listed on any securities market in Hong Kong or overseas.

Mr. Shek is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Shek was interested in share options with rights to subscribe for 2,464,000 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Shek did not have any other interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Mr. Shek and the Company and the provisions of the Articles of Association, the term of Mr. Shek’s service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Mr. Shek and the Company, he is entitled to a director’s fee to be determined by the Board, with reference to his qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2013, the director’s fee of Mr. Shek as an independent non-executive Director was HK\$220,000.

In relation to the re-election of Mr. Shek as an independent non-executive Director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

MS. LAM FUNG MING, TAMMY

Ms. Lam Fung Ming, Tammy, aged 50, joined our group in 1990 and was appointed an executive director of the Group on 1 November 2004, and re-designated as a non-executive director on 28 June 2013. Prior to the re-designation, Ms. Lam was the chief operating officer of our group responsible for the sales activities, manufacturing, quality assurance and product development of our group's edible oils business. Ms. Lam holds a Bachelor of Science degree in Food Science and Technology and a Higher Diploma in Chemical Technology from the Hong Kong Polytechnic University. She has over 20 years' experience in the oil and food industry.

Save as disclosed above, Ms. Lam has not held any other directorship in the last three years in public company which securities are listed on any securities market in Hong Kong or overseas. She is a director of most subsidiaries of the Company. She is also a director of certain companies including the edible oils group and Evergreen Oils & Fats Limited and its subsidiaries and an employee of the edible oils group, the voting power at general meetings of which is indirectly controlled by controlling shareholders of the Company.

Save as disclosed above, Ms. Lam is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Lam held share options with rights to subscribe for 1,527,320 Shares (approximately 0.02% of the issued share capital of the Company as at the Latest Practicable Date). Save as disclosed above, Ms. Lam did not have any other interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

With regard to the service contract entered into between Ms. Lam and the Company and the provisions of the Articles of Association, the term of Ms. Lam's service with the Company will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Under the terms of the service contract entered into between Ms. Lam and the Company, Ms. Lam is entitled to a director's fee to be determined by the Board, with reference to her qualification and experience, and upon approval by the Shareholders at the annual general meeting. For the financial year ended 31 December 2013, the total remuneration of Ms. Lam, including pension scheme contributions, was HK\$699,658, which comprised of HK\$684,288 for being an executive director of the Company prior to the re-designation on 28 June 2013 and HK\$15,370 for being a non-executive director of the Company after the re-designation.

In relation to the re-election of Ms. Lam as a non-executive Director, save as disclosed above, there is no information that is disclosable pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

NOTICE IS HEREBY GIVEN that an annual general meeting of Hop Hing Group Holdings Limited (the “Company”) will be held at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 5 June 2014 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

1. to receive and consider the audited financial statements of the Company and the reports of the Directors and the Auditors thereon for the year ended 31 December 2013;
2. to declare a final dividend of HK0.25 cent per ordinary share for the year ended 31 December 2013;
3. to re-elect Mr. Hung Ming Kei, Marvin as executive Director;
4. to re-elect Mr. Cheung Wing Yui, Edward as independent non-executive Director;
5. to re-elect Hon. Shek Lai Him, Abraham as independent non-executive Director;
6. to re-elect Ms. Lam Fung Ming, Tammy as non-executive Director;
7. to authorise the Directors to fix the remuneration for Directors;
8. to re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration; and

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

9. **“THAT:**
 - (i) subject to paragraph (iii) below, a general unconditional mandate be and is hereby approved and granted to the Directors of the Company to be exercised during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional securities of the Company (the “Securities”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the “Shares”)) which would or might require the exercise of such power;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal value of the Securities allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above other than to (a) a Rights Issue (as hereinafter defined); (b) the exercise of any rights of subscription or conversion under any warrants, bonds and debentures and any securities of the Company which carry rights to subscribe for or are convertible into Shares; (c) an issue of Shares under any share option scheme or similar arrangement for the time being adopted for the Company and/or any of its subsidiaries and/or associated companies of shares or rights to acquire Shares of the Company; or (d) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of dividends or similar arrangement providing for the allotment of Shares in accordance with the amended and restated Articles of Association of the Company from time to time, shall not exceed 20 per cent. of the aggregate of nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required by the amended and restated Articles of Association of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their shareholding (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

10. **“THAT:**

- (i) subject to paragraph (ii) below, a general unconditional mandate be and is hereby approved and granted to the Directors to be exercised during the Relevant Period (as hereinafter defined) to repurchase Shares in the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time;
- (ii) the aggregate nominal value of the Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required by the amended and restated Articles of Association of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

11. **“THAT** conditional upon the passing of Resolutions No. 9 and 10, the general unconditional mandate in Resolution No. 9 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Resolution No. 10 set out in this notice, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

12. “**THAT:**

the existing share option scheme mandate limit in respect of the granting of share options to subscribe for Shares under the share option scheme adopted on 12 March 2008 and became effective on 25 April 2008 (the “Share Option Scheme”) be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and other share option schemes of the Company) shall not exceed 10% of the Shares in issue at the date of passing of this resolution (the “Refreshed Limit”) and subject to The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in such number of Shares to be issued pursuant to the exercise of the share options granted under the Refreshed Limit and compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Directors be and are hereby authorized to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

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

Hong Kong, 28 April 2014

*Head Office and Principal Place of Business
in Hong Kong:*
Flat A
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 Annual General Meeting is entitled to appoint a proxy to attend and vote on his or her 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 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.

NOTICE OF ANNUAL GENERAL MEETING

4. The transfer books and register of members of the Company will be closed from 3 June 2014 to 5 June 2014, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, 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 30 May 2014 for registration.
5. The transfer books and register of members of the Company will be closed from 11 June 2014 to 12 June 2014, both days inclusive, during which period no transfer of Shares will be effected, for the purpose of ascertaining shareholder's entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, 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 10 June 2014 for registration. The final dividend will be distributed on or about 30 June 2014 to shareholders whose names appear on the register of members of the Company on 12 June 2014.
6. Concerning resolutions 3 to 6 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix II to the circular dated 28 April 2014.
7. Concerning resolution 9 above, approval is being sought from Members for a general mandate to be given to the Directors to allot, issue and deal with additional securities of the Company in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20 per cent. of the issued share capital in issue as at the date of passing such resolution.
8. Concerning resolutions 10 and 11 above, approval is being sought from Members for a general mandate to be given to the Directors to repurchase shares and to reissue securities as a result of such repurchase. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a letter setting out the terms and conditions upon which such power will be exercised accompanies the circular dated 28 April 2014.
9. If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will as soon as practicable publish an announcement on the HKEx website (www.hkex.com.hk) and the Company website (www.hophing.com) to notify the shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

10. As at the date of this notice, the executive directors of the Company are Mr. Hung Ming Kei, Marvin and Mr. Wong Kwok Ying. The non-executive directors of the Company are Mr. Hung Hak Hip, Peter (Chairman) and Ms. Lam Fung Ming, Tammy. 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, *BBS* Mr. Seto Gin Chung, John, Hon. Shek Lai Him, Abraham, *GBS*, *JP* and Mr. Siu Wai Keung.