



# HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

## Form of Proxy for use at Annual General Meeting of Hop Hing Group Holdings Limited (the “Company”) to be held on 1 June 2015

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of the Company, **HEREBY APPOINT** the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company (or at any adjournment thereof) to be held at Unit A, 29/F, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Monday, 1 June 2015 at 10:30 a.m. and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated in respect of the resolutions set out in the notice convening such meeting and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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 2014.		
2.	To declare a final dividend of HK0.25 cent per ordinary share for the year ended 31 December 2014.		
3.	To re-elect Mr. Hung Hak Hip, Peter as non-executive Director.		
4.	To re-elect Dr. Hon. Wong Yu Hong, Philip as independent non-executive Director.		
5.	To re-elect Mr. Sze Tsai To, Robert as independent non-executive Director.		
6.	To re-elect Mr. Wong Kwok Ying as 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.		
9.	To pass the ordinary resolution no. 9 as set out in the Notice convening the 2015 Annual General Meeting to grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
10.	To pass the ordinary resolution no. 10 as set out in the Notice convening the 2015 Annual General Meeting to grant a buy-back mandate to the Directors to buy-back issued shares of the Company.		
11.	To pass the ordinary resolution no. 11 as set out in the Notice convening the 2015 Annual General Meeting to extend the general mandate by addition of the aggregate shares bought-back under the buy-back mandate.		

Signature<sup>5</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE IN FAVOUR OF ANY OF THE RESOLUTIONS, TICK THE BOX MARKED “FOR” BESIDE SUCH RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE BOX MARKED “AGAINST” BESIDE SUCH RESOLUTION(S).** Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised.
- To be valid this form of proxy, together with the power of attorney or other authority (if any) under which the same is signed or a notarially certified copy of such power of attorney or authority, 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 less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
- 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 relevant joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.