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合豐集團控股有限公司

HOP FUNG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2320

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Hop Fung Group Holdings Limited (the “**Company**”) will be held at Ming Room II, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 15 December 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (i) the Disposals (as defined in the circular (the “**Circular**”) of the Company dated 27 November 2014, a copy of which is produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purpose) by Hop Fung Group Company Limited as vendor to each of Wai Fung Development Holding Limited and City Trend Holding Limited as purchasers on and subject to the terms and conditions of the Disposal Agreements (as defined in the Circular) and all transactions contemplated thereunder (including but without limitation the entering into of the Shareholders’ Agreement (as defined in the Circular), the Deed of Indemnity (as defined in the Circular) and the Escrow Agreement (as defined in the Circular)) be and are generally and unconditionally approved in all respects; and
- (ii) any one director of the Company (the “**Directors**”) be and are hereby authorised to do all acts and things, to sign and execute all such agreements, deeds, instruments or any other documents, and to take such further steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to the Disposals and all transactions contemplated under the Disposal Agreements and anything in connection therewith and to agree to any variation, amendments and waivers of any of the terms and conditions of the Disposals as are, in his/her opinion, in the interests of the Company and shareholders of the Company as a whole.”

By order of the Board
Hop Fung Group Holdings Limited
Hui Sum Kwok
Chairman

Hong Kong, 27 November 2014

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the appointed time for holding of the Meeting or any adjournment hereof (as the case may be). In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is a public holiday.
3. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof.
4. To ascertain the entitlements to attend and vote at the Meeting, the relevant transfer document(s) and share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited no later than 4:30 p.m. on 12 December, 2014 for registration.
5. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the Company's register of members in respect of such shares will alone be entitled to vote in respect thereof.
6. Voting on the above resolution will be taken by poll.

As at the date of this announcement, the Directors are:

Executive Directors

Hui Sum Kwok
Hui Sum Ping
Hui Sum Tai
Hui Yuen Li

Independent Non-executive Directors

Chee Man Sang, Eric
Yip Kwok Kwan
Wong Chu Leung