

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

**If you have sold or transferred** all your shares in Hop Fung 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 whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

---



**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

**PROPOSALS FOR GRANT OF  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of Hop Fung Group Holdings Limited to be held at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 4th June, 2012 at 10:30 a.m. is set out on pages 15 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you are not able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

20th April, 2012

---

## CONTENTS

---

	<i>Page</i>
<b>Responsibility Statement</b> . . . . .	ii
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b>	
1. Introduction . . . . .	3
2. Proposed Granting of the Buyback and Issuance Mandates . . . . .	4
3. Proposed Amendments to the Articles of Association . . . . .	5
4. Proposed Adoption of the New Memorandum and Articles of Association . . . . .	7
5. Proposed Re-election of Retiring Directors . . . . .	7
6. Annual General Meeting and Proxy Arrangement . . . . .	7
7. Voting at the Annual General Meeting . . . . .	8
8. Recommendation . . . . .	8
9. General Information . . . . .	8
<b>Appendix I –Explanatory Statement on the Buyback Mandate</b> . . . . .	9
<b>Appendix II –Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting</b> . . . . .	12
<b>Notice of the Annual General Meeting</b> . . . . .	15

---

## **RESPONSIBILITY STATEMENT**

---

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 4th June, 2012, at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 15 to 20 of this circular, or any adjournment thereof
“Annual Report”	annual report of the Company in respect of the year ended 31st December, 2011
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board set out on pages 3 to 8 of this circular
“Company”	Hop Fung Group Holdings Limited 合豐集團控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	The Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board set out on pages 3 to 8 of this circular
“Latest Practicable Date”	12th April, 2012, 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”	the memorandum of association of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases

---

## LETTER FROM THE BOARD

---



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

*Executive Directors:*

Mr. Hui Sum Kwok (*Chairman*)

Mr. Hui Sum Ping (*Vice Chairman*)

Mr. Hui Sum Tai (*Chief Executive Officer*)

Ms. Hui Yuen Li

*Registered Office:*

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Mr. Chee Man Sang, Eric

Mr. Yip Kwok Kwan

Mr. Wong Chu Leung

*Hong Kong Office:*

Workshops E, F and H, on 22nd Floor

Superluck Industrial Centre (Phase 2)

No. 57 Sha Tsui Road and

Nos. 30-38 Tai Chung Road, Tsuen Wan

New Territories

Hong Kong

20th April, 2012

*To Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance

---

## LETTER FROM THE BOARD

---

Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate; (iv) the amendments to the Articles of Association; (v) the adoption of the new memorandum and articles of association; and (vi) the re-election of retiring Directors.

### **2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES**

At the annual general meeting of the Company held on 23rd May, 2011, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the “Buyback Mandate”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Issuance Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Issuance Mandate to allot, issue and deal with additional Shares of the Company not exceeding a maximum of 96,584,800 Shares (representing 20% of the Shares in issue as at the Latest Practicable Date) during the period in which the Issuance Mandate remains in force.

---

## LETTER FROM THE BOARD

---

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association in order to:

- (i) comply with Code Provision A.4.2 of the Code on Corporate Governance Practices of Appendix 14 of the Listing Rules which stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment;
- (ii) comply with paragraph 4(3) of Appendix 3 of the Listing Rules which stipulates that the articles of association should conform that, where not otherwise provided by law, a company in general meeting shall have power by ordinary resolution to remove any director before expiration of his or her period of office; and
- (iii) ensure compliance with the amended Rule 13.44 of the Listing Rules, which has come into effect on 1 January, 2012, that removes the 5% exemption for voting by a director on a board resolution in which he or she has an interest.

The proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of a special resolution at the Annual General Meeting. Details of the proposed amendments are set out below:

#### ***Article 86(3)***

By deleting the existing Article 86(3) in its entirety and substituting thereof the following:

- “86(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

#### ***Article 86(5)***

By deleting the existing Article 86(5) in its entirety and substituting thereof the following:

- “86(5) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

---

## LETTER FROM THE BOARD

---

### *Article 103*

By deleting the existing Article 103 in its entirety and substituting thereof the following:

- “103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate(s) is/are materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
  - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or an obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or an indemnity or by the giving of security;
  - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  - (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
  - (v) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.
- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to

---

## LETTER FROM THE BOARD

---

such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

#### **4. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposed to adopt the new memorandum and articles of association of the Company (incorporating (i) all amendments to the Articles of Association to be proposed at the Annual General Meeting and all previous amendments to the Articles of Association that had been approved by the Shareholders and (ii) previous changes in the authorised share capital of the Company as approved by the Shareholders) in substitution of the existing Memorandum and Articles of Association of the Company.

The proposed adoption of the new memorandum and articles of association is subject to approval of the Shareholders by way of a special resolution at the Annual General Meeting.

#### **5. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 87(1), one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company.

According to the above provision, Mr. Hui Sum Ping and Mr. Hui Sum Tai, executive Directors, and Mr. Wong Chu Leung, independent non-executive Director, shall retire from office at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of this circular.

#### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate, the amendments to the Articles of Association, the adoption of the new memorandum and articles of association and the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. The form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.hopfunggroup.com](http://www.hopfunggroup.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Branch Share Registrar of the Company in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before

---

## LETTER FROM THE BOARD

---

the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

### 7. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to Article 66 of the Articles of Association and the requirement of the Listing Rules.

### 8. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate, the proposed granting/extension of the Issuance Mandate, the proposed amendments to the Articles of Association, the proposed adoption of the new memorandum and articles of association and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### 9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Hop Fung Group Holdings Limited**  
**HUI Sum Kwok**  
*Chairman*

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

### **1. REASONS FOR BUYBACK OF SHARES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders. Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 482,924,000 Shares.

Subject to the passing of the ordinary resolution no. 4 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 48,292,400 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period in which the Buyback Mandate remains in force.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws.

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, subject to its Articles of Association and compliances with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, out of capital.

The amount of premium payable on repurchase may only be paid out of profits of the company or out of the share premium account of the company or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, out of capital before the shares are repurchased.

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31st December, 2011) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE**

If as a result of a repurchase of shares, a shareholder's proportionate interest in the voting rights of a company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Messrs Hui Sum Kwok and Hui Sum Ping, the executive Directors of the Company, in aggregate were beneficially interested in 270,522,000 Shares representing 56.02% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Buyback Mandate, the shareholding of the aforesaid executive Directors would be increased to approximately 62.24% of the issued share capital of the Company. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. The Directors have no intention to exercise the Buyback Mandate to such an extent that the number of Shares in the hands of the public falling below the prescribed minimum percentage (under the Listing Rules) of 25%.

**6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2011</b>		
April	1.030	0.940
May	0.960	0.940
June	0.900	0.790
July	0.820	0.570
August	0.630	0.510
September	0.550	0.520
October	0.510	0.410
November	0.580	0.455
December	0.480	0.420
<b>2012</b>		
January	0.485	0.425
February	0.700	0.480
March	0.740	0.500
April (up to the Latest Practicable Date)	0.500	0.500

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

The following are details of the Directors who will retire and being eligible offer themselves for re-election at the Annual General Meeting.

**Mr. Hui Sum Ping**, aged 50, Executive Director

**Experience**

Mr. Hui Sum Ping is the Vice Chairman of the Board and an executive Director of the Company. Mr. Hui is also a director of the principal subsidiaries of the Company (as stated in the Annual Report), except 東莞進益紙品有限公司 and 合豐紙品(深圳)有限公司. Mr. Hui is a co-founder of the Group and is responsible for the business development of the Group. Mr. Hui has over 27 years of experience in the corrugated packaging industry in Hong Kong and the PRC. Mr. Hui did not hold any other directorship in companies listed in Hong Kong or overseas in the last three years.

**Length of service**

The length of service of Mr. Hui Sum Ping with the Group is 21 years.

There is a service agreement between Mr. Hui Sum Ping and the Company for a period of two years until 14th September, 2012. Mr. Hui is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association of the Company.

**Relationships**

Mr. Hui Sum Ping is a brother of Mr. Hui Sum Kwok (executive Director, Chairman and substantial Shareholder of the Company) and Mr. Hui Sum Tai (executive Director and Chief Executive Officer of the Company).

**Interests in shares**

As at the Latest Practicable Date, Mr. Hui Sum Ping was interested or deemed to be interested in 264,722,000 Shares or underlying Shares pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service agreement entered into between Mr. Hui Sum Ping and the Company, Mr. Hui Sum Ping is entitled to receive an annual remuneration of HK\$1,040,000, which was determined based on his expertise and experience in the field. Besides, Mr. Hui Sum Ping is entitled to receive a discretionary bonus to be decided by the Board.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Mr. Hui Sum Ping involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hui that need to be brought to the attention of the Shareholders.

**Mr. Hui Sum Tai**, aged 45, Executive Director

**Experience**

Mr. Hui Sum Tai is the Chief Executive Officer and an executive Director of the Company. Mr. Hui is also a director of the principal subsidiaries of the Company (as stated in the Annual Report), except Chun Yik (Macao Commercial Offshore) Limited, Green Forest (QingXin) Paper Industrial Limited, Man Shung (Macao Commercial Offshore) Limited, Top Develop Limited and 東莞進益紙品有限公司. Mr. Hui has joined the Group since its establishment and is responsible for the strategic planning and day-to-day management of the Group. He has over 25 years of experience in the corrugated packaging industry in Hong Kong and the PRC. Mr. Hui did not hold any other directorship in companies listed in Hong Kong or overseas in the past three years.

**Length of service**

The length of service of Mr. Hui Sum Tai with the Group is 21 years.

There is a service agreement between Mr. Hui Sum Tai and the Company for a period of two years until 14th September, 2012. Mr. Hui is subject to retirement by rotation and is eligible to reelection in accordance with the Articles of Association of the Company.

**Relationships**

Mr. Hui Sum Tai is a brother of Mr. Hui Sum Kwok (executive Director, Chairman of the Board and substantial Shareholder of the Company) and Mr. Hui Sum Ping (executive Director, Vice Chairman of the Board and substantial Shareholder of the Company).

**Interests in Shares**

As at the Latest Practicable Date, Mr. Hui Sum Tai was interested or deemed to be interested in 11,074,000 Shares or underlying Shares pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service agreement entered into between Mr. Hui Sum Tai and the Company, Mr. Hui Sum Tai is entitled to receive an annual remuneration of HK\$910,000, which was determined based on his expertise and experience in the field. Besides, Mr. Hui Sum Tai is entitled to receive a discretionary bonus to be decided by the Board.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Mr. Hui Sum Tai involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hui that need to be brought to the attention of the Shareholders.

**Mr. Wong Chu Leung**, aged 64, Independent Non-executive Director

**Experience**

Mr. Wong Chu Leung is an independent non-executive Director and the member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Wong has over 27 years of experience in enterprise management and manufacturing operation management. Mr. Wong is a shareholder and a director of certain metal ware and plastic ware manufacturing companies/corporations with manufacturing plants located in the PRC. Mr. Wong did not hold any other directorship in the subsidiaries of the Company or in companies listed in Hong Kong or overseas in the last three years.

**Length of service**

The length of service of Mr. Wong Chu Leung with the Group is 7.5 years.

There is a service agreement between Mr. Wong Chu Leung and the Company for a period of two years until 14th September, 2012. Mr. Wong is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association of the Company.

**Relationships**

Mr. Wong Chu Leung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

**Interests in shares**

As at the Latest Practicable Date, Mr. Wong Chu Leung was interested or deemed to be interested in 120,000 Shares or underlying Shares pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service agreement entered into between Mr. Wong Chu Leung and the Company, Mr. Wong is entitled to receive a director's fee of HK\$125,000 per annum, which was determined by the Board and the Remuneration Committee by reference to his experience, responsibilities, workload, the time devoted to the Company as well as market practice and conditions.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

There is no information which is discloseable nor is Mr. Wong Chu Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---



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 IS HEREBY GIVEN** that an Annual General Meeting of Hop Fung Group Holdings Limited (the “Company”) will be held at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 4th June, 2012 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company, Directors’ Report and Independent Auditor’s Report for the year ended 31st December, 2011;
2. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
3. To appoint Auditor and to authorise the Board of Directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s Shareholders in general meeting; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;

- 5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s Shareholders in general meeting; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held;

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”;

- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate referred to in resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 4 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”;

- 7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

***Article 86(3)***

By deleting the existing Article 86(3) in its entirety and substituting thereof the following:

“86(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

### *Article 86(5)*

By deleting the existing Article 86(5) in its entirety and substituting thereof the following:

“86(5) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

### *Article 103*

By deleting the existing Article 103 in its entirety and substituting thereof the following:

103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate(s) is/are materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
  - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or an obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or an indemnity or by the giving of security;
  - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
  - (v) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.
- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to the passing of resolution no. 7 as set out in the notice convening this meeting, the new memorandum and articles of association of the Company (incorporating the amendments stated in resolution no. 7 and all previous amendments and changes in the authorised share capital of the Company that had been approved by the Shareholders in general meetings) contained in the printed document, a copy of which has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing Memorandum and Articles of Association of the Company.”

On behalf of the Board

**HUI Sum Kwok**

*Chairman*

Hong Kong, 20th April, 2012

*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 on his behalf. 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 appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 31st May, 2012 to Monday, 4th June, 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attaching to the outstanding share options granted by the Company. In order to qualify for attending the Annual General Meeting of the Company, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 30th May, 2012.
4. In relation to the ordinary resolutions nos. 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

*As at the date of this circular, the executive Directors of the Company are Messrs Hui Sum Kwok, Hui Sum Ping, Hui Sum Tai and Ms. Hui Yuen Li and the independent non-executive Directors of the Company are Messrs Chee Man Sang, Eric, Yip Kwok Kwan and Wong Chu Leung.*