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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 2013 Warrants (as defined below) and/or shares in **HOP HING GROUP HOLDINGS LIMITED**, you should at once hand this circular 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)**

**(Warrant Code: 134)**

### **Board of Directors**

Hung Hak Hip, Peter\* (*Chairman*)  
Hung Ming Kei, Marvin (*Chief Executive Officer*)  
Wong Yu Hong, Philip\*\*  
Sze Tsai To, Robert\*\*  
Cheung Wing Yui, Edward\*\*  
Seto Gin Chung, John\*\*  
Shek Lai Him, Abraham\*\*  
Siu Wai Keung\*\*  
Lee Pak Wing\*  
Wong Kwok Ying  
Lam Fung Ming, Tammy

\* *Non-executive directors*

\*\* *Independent Non-executive directors*

### **Registered Office:**

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

### **Principal Place of Business in**

#### **Hong Kong:**

Units E & F  
2nd Floor  
Hop Hing Building  
9 Ping Tong Street East  
Tong Yan San Tsuen  
Yuen Long  
New Territories  
Hong Kong

26 April 2013

*To the holders of 2013 Warrants and,  
for information only, shareholders of the Company*

Dear Sir/Madam,

### **EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE 2013 WARRANTS**

The board of directors (the “Board”) of Hop Hing Group Holdings Limited (the “Company”) wishes to remind holders of the warrants of the Company (warrant code 134) (the “2013 Warrants”), carrying rights to subscribe in cash for new shares of HK\$0.10 each (the “Shares”) in the share capital of the Company at the subscription price of HK\$0.20 per Share (subject to adjustment) that, in accordance with the terms and conditions of the instrument dated 3 June 2009 (the “Instrument”) constituting the 2013 Warrants, the subscription rights attaching to the 2013 Warrants (the “Subscription Rights”) will expire at 4:00 p.m. on Friday, 31 May 2013. **Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Friday, 31 May 2013 will lapse and the certificates of the 2013 Warrants will cease to be valid for any purpose.**

In respect of the expiry of the 2013 Warrants, the Company has made the following arrangements regarding the dealings in, transfers of and exercises of the Subscription Rights:

## **Last Day for Trading and Listing of the 2013 Warrants**

The last trading day of the 2013 Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Tuesday, 28 May 2013 and trading of the 2013 Warrants on the Stock Exchange will cease after close of business at 4:00 p.m. on Tuesday, 28 May 2013. The listing of the 2013 Warrants will be withdrawn from the Stock Exchange with effect from 4:00 p.m. on Friday, 31 May 2013, and an application has been made to the Stock Exchange for the withdrawal of listing of the 2013 Warrants with effect from 4:00 p.m. on Friday, 31 May 2013.

## **Last Day for Exercise of the Subscription Rights**

### **1. Registered Holders of 2013 Warrants**

The registered holders of the 2013 Warrants who wish to exercise in whole or in part any of their Subscription Rights must lodge with the Hong Kong branch registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited (the “Registrar”) at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong the following by no later than 4:00 p.m. on Friday, 31 May 2013:

- (a) the relevant certificate(s) of the 2013 Warrants;
- (b) the duly completed and signed subscription form(s); and
- (c) remittances for the relevant subscription monies.

### **2. Non-registered Holders of 2013 Warrants**

Holders of the 2013 Warrants who have not registered the 2013 Warrants in their own names and who wish to exercise in whole or in part any of their Subscription Rights must lodge with the Registrar at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong the following by no later than 4:00 p.m. on Friday, 31 May 2013:

- (a) the relevant duly executed and stamped instrument(s) of transfer(s) and/or other document(s) of title;
- (b) the relevant certificate(s) of the 2013 Warrants;
- (c) the duly completed and signed subscription form(s); and
- (d) remittances for the relevant subscription monies.

Persons who hold the 2013 Warrants and have not registered the 2013 Warrants in their own names and wish to exercise the 2013 Warrants should note that they may incur additional costs and expenses in connection with any expedited registration of the 2013 Warrants prior to the transfer or exercise of the 2013 Warrants, in particular during the period commencing 10 business days prior to and including the last day for subscription, being 31 May 2013.

Subscription forms and the relevant accompanying documentation lodging with the Registrar later than 4:00 p.m. on Friday, 31 May 2013 will not be accepted.

## **Issue of Share Certificate(s)**

Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank *pari passu* in all respects with the then existing issued Shares. Under the terms of the Instrument, new Shares will be allotted and issued not later than 28 days after the date of the exercise of the Subscription Rights.

## **Application for Withdrawal of Listing**

An application has been made to the Stock Exchange for the withdrawal of listing of the 2013 Warrants with effect from 4:00 p.m. on Friday, 31 May 2013.

The closing prices of the Shares and the 2013 Warrants quoted on the Stock Exchange on 23 April 2013 (being the latest practicable date prior to the printing of this circular) were HK\$0.295 per Share and HK\$0.1 per 2013 Warrant, respectively.

A circular relating to the above will be despatched to the holders of the 2013 Warrants and, for information only, to the holders of Shares as soon as practicable.

**Holders of the 2013 Warrants, who are in doubt as to their position or to the actions to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

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