
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES AND BUY-BACK SHARES,
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 Room 2401-02, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 13 June 2019 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 by 10:30 a.m. on 11 June 2019 (Hong Kong Time) (being 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.

25 April 2019

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
General Mandate to Issue Securities	4
General Mandate to Buy-back Shares	4
Re-election of Retiring Directors	4
Annual General Meeting	6
Voting by way of Poll	7
Closure of Register of Members	7
Responsibility Statement	7
Recommendations	7
APPENDIX I — EXPLANATORY STATEMENT ON BUY-BACK PROPOSAL	8
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	11
NOTICE OF ANNUAL GENERAL MEETING	15

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 13 June 2019
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Board”	the board of directors of the Company or a duly authorized committee thereof
“Buy-back Mandate”	the general mandate for the Company to buy-back securities as described in paragraph 3 of the “Letter from the Board” of this circular
“Close Associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Companies Law”	The Companies Law (2010 Revision) of the Cayman Islands, as amended from time to time
“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)
“Company Secretary”	the company secretary of the Company
“Connected Person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Core 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

DEFINITIONS

“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”	15 April 2019, 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
“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
“Nomination Committee”	the nomination committee of the Company
“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)”	ordinary share(s) in the share capital of the Company
“Shareholders” or “Members”	the shareholders 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 Buy-backs
“%”	per cent.



HOP HING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 47)

Independent Non-Executive Directors:

Seto Gin Chung, John (*Chairman*)

Sze Tsai To, Robert

Shek Lai Him, Abraham

Wan Sai Cheong, Joseph

Non-Executive Director:

Lam Fung Ming, Tammy

Executive Directors:

Hung Ming Kei, Marvin (*Chief Executive Officer*)

Wong Kwok Ying

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal Place of Business in

Hong Kong:

Flats E&F, 2nd Floor

Hop Hing Building

9 Ping Tong Street East

Tong Yan San Tsuen

Yuen Long

New Territories

Hong Kong

25 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SECURITIES AND BUY-BACK SHARES,
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 Buy-back Mandate 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 such number of additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company. As at the Latest Practicable Date, a total of 10,070,431,786 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 bought-back by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 2,014,086,357 Shares. In addition, Ordinary Resolution No. 10 will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares bought-back under the Buy-back Mandate.

3. GENERAL MANDATE TO BUY-BACK SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Buy-back Mandate. This Buy-back Mandate will grant the Directors a general and unconditional mandate to exercise all powers of the Company to buy-back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of such number not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company. An explanatory statement as required by the Listing 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. 9 is set out in Appendix I to this circular.

4. 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 independent non-executive Directors are Mr. Seto Gin Chung, John (Chairman), Mr. Sze Tsai To, Robert, Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Wan Sai Cheong, Joseph; and the non-executive Director is Ms. Lam Fung Ming, Tammy.

Pursuant to the Articles of Association, Mr. Seto Gin Chung, John, Mr. Wan Sai Cheong, Joseph and Mr. Hung Ming Kei, Marvin 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.

Selection criteria and procedures for the nomination of independent non-executive Directors

The Nomination Committee is responsible for, among other things, identifying and evaluating suitably qualified candidates to become directors and in doing so, it shall consider the following criteria in evaluating and selecting candidates for directorships:–

- (a) character and integrity;
- (b) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;

LETTER FROM THE BOARD

- (c) potential contributions that the candidate can bring to the Board in terms of qualifications, skills, experience and independence;
- (d) commitment in respect of available time and relevant interest in order to enhance shareholder value;
- (e) The Company's board diversity policy and any other measurable objectives adopted by the Board for achieving diversity on the Board;
- (f) The number of directorships in other listed companies;
- (g) compliance with the criteria of independence as prescribed under the Listing Rules for the appointment of an independent non-executive Director including but not limited to the length of services of the independent non-executive Director; and
- (h) any other relevant factors, including any potential and/or real conflict of interests and succession planning, as may be determined by the Nomination Committee or the Board from time to time.

The secretary of the Nomination Committee, whom shall be the Company Secretary, shall convene a meeting and invite nomination of candidates from Board members, for consideration by the Nomination Committee. The Nomination Committee may also consider nomination of candidates from the Company's shareholders for the Board's consideration.

For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation based on the criteria as set out above. The Board shall have the final decision on all matters relating to its recommendation of candidate to stand for election at any general meeting.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2018 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. The Nomination Committee had considered the profile and experience of each retiring Director as set out in Appendix II of this circular. In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the year ended 31 December 2018 and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Seto Gin Chung, John, Mr. Wan Sai Cheong, Joseph and Mr. Hung Ming Kei, Marvin stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of the recommendations for re-election of them by the Shareholders at the AGM.

LETTER FROM THE BOARD

The Board has considered reappointing Mr. Seto Gin Chung, John as an independent non-executive Director. During his years of service with the Company, Mr. Seto has contributed by providing independent viewpoint and advice to the Company in relation to its businesses, operations, future development and strategies. Mr. Seto has brought his own perspectives and skills to the Board through his strong and extensive background in the securities field and intimate knowledge of regulatory matters and compliance, and his experience in acting as an independent non-executive Director of other companies listed in Hong Kong, which in turn has brought diversity of background and experience to the Board. The Board considers that Mr. Seto has the character, integrity, ability and experience to continue to fulfill his role effectively as required. Although Mr. Seto has been serving the Board as an independent non-executive Director for more than 9 years, the Directors consider that Mr. Seto remains independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. In view of the above, the Directors believe that it is in the best interests of the Shareholders and the Company to re-elect Mr. Seto. The Board thus recommends Mr. Seto for re-election as an independent non-executive Director at the AGM.

The Board has also considered reappointing Mr. Wan Sai Cheong, Joseph as an independent non-executive Director. During his years of service with the Company, Mr. Wan has contributed by providing independent viewpoint and advice to the Company in relation to its businesses, operations, future development and strategies. Mr. Wan has brought his own perspectives and skills to the Board through his strong and extensive background in the accounting field as well as his experience in working for luxury brands in overseas jurisdictions which provides international insight for the Company and has brought diversity of background and experience to the Board. The Board considers that Mr. Wan has the character, integrity, ability and experience to continue to fulfill his role effectively as required. In view of the above, the Directors believe that it is in the best interests of the Shareholders and the Company to re-elect Mr. Wan. The Board thus recommends Mr. Wan for re-election as an independent non-executive Director at the AGM.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) has been disclosed in the Directors' Biographies and Corporate Governance Report of the 2018 annual report of the Company.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 13 June 2019 at 10:30 a.m. at Room 2401-02, 24/F., Admiralty Centre I, 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 Buy-back Mandate 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 by 10:30 a.m. on 11 June 2019 (Hong Kong time) (being not less than 48 hours before the time appointed for holding the

LETTER FROM THE BOARD

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.

6. 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.

7. 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 10 June 2019 to 13 June 2019, 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 6 June 2019 for registration.

8. 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.

9. RECOMMENDATIONS

The Board believes that the proposals mentioned above, which include the grant of the Issue Mandate and the Buy-back Mandate 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
Seto Gin Chung, John
Chairman

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

1. SHARE CAPITAL

It is proposed that the Buy-back Mandate will authorize the buy-back of Shares subject to the number of the Shares to be bought-back by the Company shall not exceed 10% of the total number of Shares in issue as at the date on which Ordinary Resolution No. 9 is passed.

As at the Latest Practicable Date, the issued Share of the Company is 10,070,431,786 Shares.

Subject to the passing of Ordinary Resolution No. 9 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 Buy-back Mandate to buy-back a maximum of 1,007,043,178 Shares.

2. REASONS FOR BUY-BACK

The Directors believe that the grant of the Buy-back Mandate is in the best interest of the Company and its Shareholders because buy-backs will only be made when the Directors believe that such buy-backs 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 BUY-BACK

Buy-backs 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 buy-back, 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 buy-back, 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 bought-back, 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 buy-back 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 2018 annual report of the Company in the event that the Buy-back Mandate was to be exercised in full. However, the Directors do not intend to exercise the power to buy-back Shares pursuant to the Buy-back 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	Share	Lowest
	<i>HK\$</i>		<i>HK\$</i>
2018			
April	0.205		0.183
May	0.188		0.176
June	0.191		0.170
July	0.177		0.160
August	0.164		0.145
September	0.176		0.131
October	0.173		0.140
November	0.164		0.148
December	0.164		0.150
2019			
January	0.167		0.155
February	0.164		0.148
March	0.162		0.140
April (up to the Latest Practicable Date)	0.152		0.136

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back 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 respective Close Associates (as defined in the Listing Rules), have any present intention to sell any Securities to the Company or its subsidiaries under the Buy-back Mandate if the Buy-back Mandate is approved by the Shareholders.

No Core Connected Persons (as defined in the Listing Rules) 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 Buy-back Mandate is approved by the Shareholders.

8. EFFECT ON TAKEOVERS CODE

If the power to buy-back Shares pursuant to the Buy-back 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 7,214,706,432 Shares, representing approximately 71.64% of the issued Shares of the Company. On the basis that no further Shares are issued or bought-back and that there is no change in the shareholding in the Company beneficially owned by the Controlling Shareholders, if the Company were to buy-back Shares up to the permitted maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Company pursuant to the Buy-back Mandate, the shareholding of the Controlling Shareholders would, in aggregate, be increased to approximately 79.60% of the issued Shares of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate. The Directors have no present intention to exercise the Buy-back 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 BOUGHT-BACK BY THE COMPANY

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

MR. SETO GIN CHUNG, JOHN

Mr. Seto Gin Chung, John, aged 70, was appointed as the Chairman of the Board on 25 March 2016. Mr. Seto has been appointed as a director of the Group since 25 April 2006 and is the chairman of the nomination committee and a member of each of the audit committee and remuneration committee of the Company. Mr. Seto has been a director of Pacific Eagle Asset Management Limited since January 2006. He is an independent non-executive director of MS Group Holdings Limited and Kowloon Development Company Limited. He was the Chief Executive Officer of HSBC Broking Services (Asia) Limited from 1982 to 2001. He was a non-executive director of Hong Kong Exchanges and Clearing Limited from 2000 to 2003, a council member of the Stock Exchange from 1994 to 2000 and was the first vice chairman of the Stock Exchange from 1997 to 2000. He was a non-executive director of Sateri Holdings Limited, which became a listed company on the Stock Exchange on 8 December 2010, for the period from 28 October 2010 until the conclusion of the annual general meeting on 21 May 2013. He retired as an independent non-executive director of China Everbright Limited on 17 May 2018. He holds a Master of Business Administration degree from New York University, USA and has over 30 years of experience in the securities and futures industry. Save as disclosed above, Mr. Seto 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. Seto is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Seto was interested in 500,847 Shares (approximately 0.005% of the issued Shares of the Company as at the Latest Practicable Date). He was also interested in share options with rights to subscribe for 12,534,000 Shares (approximately 0.12% of the issued Shares of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Seto 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. Seto and the Company and the provisions of the Articles of Association, the term of Mr. Seto'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. Seto 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 2018, the director's fee of Mr. Seto as an independent non-executive Director was HK\$330,000.

In relation to the re-election of Mr. Seto 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.

MR. WAN SAI CHEONG, JOSEPH

Mr. Wan Sai Cheong, Joseph, aged 65, was appointed as an independent non-executive director of the Board on 2 February 2016 and is the chairman of the audit committee of the Company. Mr. Wan is a Fellow member of the Institute of Chartered Accountants in England and Wales, the Chartered Institute of Arbitrators, the Institute of Directors, the Royal Society of Arts and the Hong Kong Institute of Certified Public Accountants. Mr. Wan currently serves as a vice chairperson of the Hong Kong International Arbitration Centre and chairperson of its finance and administration committee. Formerly, Mr. Wan was a director of the London Court of International Arbitration and of the International Dispute Resolution Centre in the UK for the periods from February 2012 to September 2014 and from June 2009 to September 2014, respectively. After qualifying as a Chartered Accountant in 1978, Mr. Wan worked for KPMG in Hong Kong from 1978 to 1987, spending a year at their London Office. In 1987, Mr. Wan joined Dickson Concepts International Limited, a company listed on the Hong Kong Stock Exchange and distributed luxury goods in South East Asia, as their Group Finance Director and was responsible for the acquisitions of S.T. Dupont, Paris in 1987 and Harvey Nichols, London in 1991. Mr. Wan was the Chief Executive of the Harvey Nichols Group in the United Kingdom from 1992 to 2014, which was listed on the London Stock Exchange from 1996 to 2003. Mr. Wan was appointed as a board member of the Supervisory Board of S.T. Dupont S.A. (a company listed on the Paris Bourse) in May 1999 and he was elected the Chairman of the Supervisory Board in January 2008 until retirement in September 2014. Mr. Wan is an independent non-executive director of A-Living Services Co., Ltd as from 9 February 2018. Mr. Wan's professional expertise is in the areas of international tax planning, transaction due diligence and forensic accounting. He also has gained expertise in business turnarounds, mergers and acquisitions, corporate finance, department store retailing, restaurant operations and the global luxury markets. Save as disclosed above, Mr. Wan 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. Wan is not connected with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wan was interested in share options with rights to subscribe for 10,070,000 Shares (approximately 0.10% of the issued Shares of the Company as at the Latest Practicable Date). Save as disclosed above, Mr. Wan 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. Wan and the Company and the provisions of the Articles of Association, the term of Mr. Wan'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. Wan 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 2018, the director's fee of Mr. Wan as an independent non-executive Directors was HK\$275,000.

In relation to the re-election of Mr. Wan 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.

MR. HUNG MING KEI, MARVIN

Mr. Hung Ming Kei, Marvin, aged 48, 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, the Honorary Chairman of the Company. By virtue of the Securities and Futures Ordinance, 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 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 3,558,384,351 Shares (approximately 35.3% of the issued Shares of the Company as at the Latest Practicable Date) within the meaning of Part XV of the SFO. Of these shares, Mr. Hung was the beneficial owner of 72,652,163 Shares and he was deemed to be interested in 3,412,399,373 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 2018, 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 RMB1,738,000 and a cash housing allowance of RMB391,000 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.

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 Room 2401–02, 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 13 June 2019 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 Auditor thereon for the year ended 31 December 2018;
2. to declare a final dividend of HK0.61 cent per ordinary share for the year ended 31 December 2018;
3. to re-elect Mr. Seto Gin Chung, John as independent non-executive Director;
4. to re-elect Mr. Wan Sai Cheong, Joseph as independent non-executive Director;
5. to re-elect Mr. Hung Ming Kei, Marvin as executive Director;
6. to authorise the Directors to fix the remuneration for Directors;
7. to re-appoint Ernst & Young as auditor 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:

8. **“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 number 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 total number of Shares 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.

NOTICE OF ANNUAL 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).”

9. **“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 buy-back 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 number of the Shares to be bought-back by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares of the Company in issue 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.”

NOTICE OF ANNUAL GENERAL MEETING

10. “**THAT** conditional upon the passing of Resolutions No. 8 and 9, the general unconditional mandate in Resolution No. 8 be and is hereby extended by the addition thereto of such number of Shares representing the total number of shares bought-back by the Company under the authority granted pursuant to Resolution No. 9 set out in this notice, provided that such number of Shares so bought-back shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 25 April 2019

Head Office and Principal Place of Business
in Hong Kong:
Flats E&F, 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
Grand Cayman
KY1-1108
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

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 by 10:30 a.m. on 11 June 2019 (Hong Kong time) (being 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.
4. The transfer books and register of members of the Company will be closed from 10 June 2019 to 13 June 2019, 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 6 June 2019 for registration.
5. The transfer books and register of members of the Company will be closed from 19 June 2019 to 20 June 2019, 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 18 June 2019 for registration. The final dividend will be distributed on or about 28 June 2019 to shareholders whose names appear on the register of members of the Company on 20 June 2019.
6. Concerning resolutions 3 to 5 above, the details of the retiring Directors which are proposed for re-election are set out in Appendix II to the circular dated 25 April 2019.
7. Concerning resolution 8 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 total number of shares of the Company in issue as at the date of passing such resolution.
8. Concerning resolutions 9 and 10 above, approval is being sought from Members for a general mandate to be given to the Directors to buy-back shares and to reissue securities as a result of such buy-back. 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 together with the circular dated 25 April 2019.
9. 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 independent non-executive directors of the Company are Mr. Seto Gin Chung, John (Chairman), Mr. Sze Tsai To, Robert, Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Wan Sai Cheong, Joseph. The non-executive director of the Company is Ms. Lam Fung Ming, Tammy.