

## IMPORTANT

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

If you have sold or transferred all your shares in Hopefluent Group Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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.



## HOPEFLUENT GROUP HOLDINGS LIMITED

(合富輝煌集團控股有限公司)

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 733)

### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND INFORMATION ON THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2012 ANNUAL GENERAL MEETING AND NOTICE OF THE 2012 ANNUAL GENERAL MEETING

A letter from the board of directors of the Company is set out on page 3 to 7 of this circular. A notice convening the annual general meeting (the “**2012 Annual General Meeting**”) of the Company to be held at Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on 16 May, 2012 (Wednesday) at 3:00 p.m. is set out on page 12 to 15 of this circular.

A form of proxy for the 2012 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2012 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2012 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2012 Annual General Meeting or any adjournment thereof if you so wish.

12 April, 2012

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board of Directors</b>	
1. Introduction .....	3
2. The Issue Mandate .....	4
3. The Repurchase Mandate .....	4
4. Information of the Retiring Directors to be Re-elected at the 2012 Annual General Meeting .....	5
5. Responsibility Statement .....	7
6. Action to be Taken .....	7
7. Recommendation .....	7
<b>Appendix — Explanatory Statement</b> .....	8
<b>Notice of Annual General Meeting</b> .....	12

## DEFINITIONS

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

“2012 Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on 16 May, 2012 (Wednesday) at Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong and the notice of which is set out in this circular;
“Board”	the board of directors of the Company;
“Business Days”	any day on which the Stock Exchange is open for the transaction of business;
“Companies Law”	the Companies Law (2009 Revision) of the Cayman Islands, as amended from time to time;
“Company”	Hopefluent Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2012 Annual General Meeting, which is also proposed to be extended by the addition of the number of Shares purchased under the Repurchase Mandate;
“Latest Practicable Date”	2 April, 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Registrar”	Tricor Investor Services Limited, branch share registrar in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong;

## DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2012 Annual General Meeting;
“SFO”	the Securities and Futures Ordinance;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS



**HOPEFLUENT GROUP HOLDINGS LIMITED**

**(合富輝煌集團控股有限公司)**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 733)**

*Executive Directors:*

FU Wai Chung (*Chairman*)  
NG Wan  
FU Man  
LO Yat Fung

*Independent Non-Executive Directors:*

LAM King Pui  
NG Keung  
WONG LAW Kwai Wah, Karen

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Room 3611, 36th Floor  
Shun Tak Centre West Tower  
200 Connaught Road Central  
Hong Kong

12 April, 2012

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES  
AND  
INFORMATION ON THE RETIRING DIRECTORS TO BE RE-ELECTED  
AT THE 2012 ANNUAL GENERAL MEETING  
AND  
NOTICE OF THE 2012 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The Company's existing general mandates to issue shares and to repurchase shares were approved by the Company's then shareholders on 9 June, 2011 at the 2011 annual general meeting of the Company. Unless otherwise renewed, the existing general mandates to issue shares and to repurchase shares will lapse at the conclusion of the 2012 Annual General Meeting.

## LETTER FROM THE BOARD OF DIRECTORS

In order to ensure flexibility when it is desirable to allot additional shares or to repurchase shares, the directors of the Company will seek the approval of Shareholders to grant new general mandates to issue shares and to repurchase shares at the 2012 Annual General Meeting.

The purpose of this circular is to, inter alia, provide you with information on (i) the proposed renewal of the general mandates to issue shares and to repurchase shares; and (ii) the retiring directors to be re-elected, for consideration on the related resolutions to be put forward at the 2012 Annual General Meeting.

### **2. THE ISSUE MANDATE**

Two ordinary resolutions, as set out in the notice of the 2012 Annual General Meeting, will be proposed for the following purposes:

Ordinary resolution no. 5 — to grant to the Directors a general mandate to issue new shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and

Ordinary resolution no. 7 — to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the general mandate if given in the ordinary resolution no. 5 by the aggregate nominal amount of share capital of the Company repurchased under the general mandate if given in the ordinary resolution no. 6.

The Company had in issue an aggregate of 459,338,400 shares of HK\$0.01 each as at the Latest Practicable Date. Subject to the passing of the aforesaid ordinary resolution no. 5 and in accordance with the terms therein, the Company would be allowed to issue additional shares up to the aggregate nominal amount of a maximum of 91,867,680 shares on the basis that no further shares will be issued or repurchased prior to the 2012 Annual General Meeting.

### **3. THE REPURCHASE MANDATE**

The ordinary resolution no. 6 as set out in the notice of the 2012 Annual General Meeting, will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

In accordance with the Listing Rules, the appendix to this circular serves as the explanatory statement, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution for granting of the Repurchase Mandate.

## LETTER FROM THE BOARD OF DIRECTORS

### 4. INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2012 ANNUAL GENERAL MEETING

For your further information, we set out below the relevant details of the retiring directors proposed to be re-elected at the 2012 Annual General Meeting:

**Mr. Fu Wai Chung** (“**Mr. Fu**”), aged 62, the co-founder and chairman of the Group, has been appointed as executive director of the Company under a service agreement commencing on 1 April, 2004 with an initial term of three years which continues thereafter until terminated by either party giving to the other party not less than three months’ prior written notice.

Mr. Fu is responsible for the strategic planning and overall management of the Group. He is a graduate of 華南工學院 (Wahnan Industrial College, the PRC) and holds a certificate in mechanical engineering. Mr. Fu has over 15 years of experience in real estate agency business management and administration in the PRC. Mr. Fu is a member of the committee of the Chinese People’s Political Consultative Conference of Guangzhou City.

Save as disclosed above, Mr. Fu did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Fu is the director of certain subsidiaries in the Group. Mr. Fu is the spouse of Ms. Ng Wan, an executive director of the Company and Mr. Fu is the brother of Ms. Fu Man, an executive director of the Company and he is interested in 160,886,800 shares (representing 35.03% of the issued share capital of the Company) within the meaning of the SFO. Save as disclosed above, Mr. Fu does not have other relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules and does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Fu’s remuneration as director of the Company is HK\$1,980,000 per annum under his service agreement with the Company and subject to discretionary management bonus payment to be determined by the Board based on the annual audited results of the Company in accordance with the terms of his service agreement. Mr. Fu’s remuneration, which commensurates with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment. As director of the Company, Mr. Fu is subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

**Ms. Ng Wan** (“**Ms. Ng**”), aged 56, is the co-founder of the Group and was appointed as an executive director of the Company under a service agreement which commenced on 1 April, 2004 with an initial term of 3 years and which continues thereafter until terminated by either party giving to the other party not less than three months’ prior written notice. Ms. Ng is responsible for the Group’s sales and marketing and overall management. She is a graduate of 廣州業餘大學 (Guangzhou Part-time University, the PRC) and holds a certificate in Arts. Ms. Ng has over 15 years’ experience in real estate agency business. Except for being a director in the Company, Ms. Ng did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Moreover, Ms. Ng is a director of certain subsidiaries in the Group. Ms. Ng is the wife of Mr. Fu, chairman and substantial shareholder of the Company. Ms. Fu Man, one of the executive directors of the Company, is the sister of Mr. Fu and is the sister-in-law of Ms. Ng. Except as aforesaid, Ms. Ng does not have any relationship with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the Listing Rules. As at the

## LETTER FROM THE BOARD OF DIRECTORS

Latest Practicable Date, Ms. Ng is interested in 369,600 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Ng does not have interest in shares of the Company within the meaning of Part XV of the SFO.

Ms. Ng's remuneration as a director of the Company is HK\$1,430,000 per annum under her service agreement with the Company and she is also entitled to a discretionary management bonus payment to be determined by the Board based on the annual audited results of the Company in accordance with the terms of her service agreement. Ms. Ng's remuneration, which commensurates with her duties and responsibilities as an executive director, was approved by the Board with reference to the prevailing market situation for similar appointment. As a director of the Company, Ms. Ng is subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

**Mrs. Wong Law Kwai Wah, Karen** ("Mrs. Wong"), aged 63, has been appointed as an independent non-executive director ("INED") since 30 June, 2005 under an appointment letter for a specific term which may be extended for such period as the Company and Mrs. Wong may agree in writing and the period has been extended to 31 December, 2014. Mrs. Wong also serves on the audit committee, nomination committee and remuneration committee of the Company. Mrs. Wong holds a Bachelor of Arts degree from the University of Hong Kong and has over 35 years working experience in the real estate field. Mrs. Wong is a fellow member of the Chartered Institute of Housing Asian Pacific Branch and a fellow of the Hong Kong Institute of Housing. She is a licensed real estate agent and is currently the Chairlady of the Practice and Complaints Committee of the Hong Kong Real Estate Agents Ltd. She is appointed as a member of the Disciplinary Committee of the Estate Agents Authority. Except for being a director in the Company, Mrs. Wong did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor does she hold any position with the Company or any of its subsidiaries. She does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mrs. Wong held share options to subscribe for a total of 237,600 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mrs. Wong does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mrs. Wong's remuneration is fixed at HK\$198,000 per annum under her appointment letter, which commensurates with her duties and responsibilities as an INED and the prevailing market situation. As a director of the Company, Mrs. Wong is subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

Mrs. Wong has met the independence guidelines set out in rule 3.13 of the Listing Rules and she has also given an annual confirmation of her independence to the Company this year. The Board and the nomination committee, therefore, consider her to be independent. The Board and the nomination committee also believes that Mrs. Wong should be elected because she continues to bring relevant experience and knowledge to the Board.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring directors.

## LETTER FROM THE BOARD OF DIRECTORS

### 5. 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.

### 6. ACTION TO BE TAKEN

The notice convening the 2012 Annual General Meeting to be held at Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on 16 May, 2012 (Wednesday) at 3:00 p.m. is set out on page 12 to 15 of this circular.

Pursuant to rules 13.39(4) of the Listing Rules, the vote of shareholders at the 2012 Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2012 Annual General Meeting. No Shareholder is required to abstain from voting at the 2012 Annual General Meeting. An announcement on the poll vote results will be made by the Company after the 2012 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the 2012 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2012 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2012 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2012 Annual General Meeting or any adjournment thereof if you so wish.

### 7. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Moreover, the necessary information regarding the re-election of the retiring directors at the 2012 Annual General Meeting is already set out herein for consideration. Accordingly, the Directors recommend that all Shareholders should vote in favour of the related resolutions to be proposed at the 2012 Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Hopefluent Group Holdings Limited**  
**FU Wai Chung**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders of the Company for their consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2012 Annual General Meeting for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had in issue an aggregate of 459,338,400 shares of HK\$0.01 each which are fully paid.

Subject to the passing of the ordinary resolution no. 6 as set out in the notice of 2012 Annual General Meeting and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid shares up to the aggregate nominal amount of a maximum of 45,933,840 shares on the basis that no further shares will be issued or repurchased prior to the 2012 Annual General Meeting.

### **REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing any securities of the Company, they believe that the flexibility offered by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when securities trading at a discount to their underlying value, the ability of the Company to repurchase securities will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of securities repurchased by the Company and thereby resulting in an increase in net asset value per share and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and its Shareholders as a whole.

### **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. Securities may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the securities are repurchased. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**SHARE PRICES**

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which shares of the Company have been traded were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2011</b>		
March	4.000	3.258
April	4.033	3.792
May	3.992	3.292
June	3.880	3.030
July	3.420	3.020
August	3.300	2.050
September	2.300	1.610
October	2.050	1.430
November	1.860	1.200
December	1.430	1.270
<b>2012</b>		
January	1.630	1.300
February	2.200	1.520
March	2.250	1.700
April to the Latest Practicable Date	1.770	1.690

**REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased any of the Company's shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**POSSIBLE MATERIAL ADVERSE IMPACT**

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

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

**EFFECT OF HONG KONG CODE ON TAKEOVERS AND MERGERS**

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase in the interest of shareholdings, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Issued Share held/interested	Approximate Percentage of Shareholding
Fu Wai Chung ("Mr. Fu") ( <i>Note 1</i> )	160,886,800	35.03%
Fu's Family Limited ( <i>Note 2</i> )	160,147,600	34.86%
Mutual Fund Populus	32,176,320	7.00%

In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution no. 6 to be proposed at the 2012 Annual General Meeting, the aforesaid interests of (1) Fu Wai Chung; (2) Fu's Family Limited; and (3) Mutual Fund Populus in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 38.92%; (2) 38.74%; and (3) 7.78% respectively. In view of this, such increase may give rise to an obligation to Mr. Fu and Fu's Family Limited to make a mandatory offer under the Takeovers Code, subject to the granting of waiver by the executive director of the corporate finance division of the Securities and Futures Commission and any delegate of the executive director pursuant to the Takeovers Code. Save as aforesaid, as at the Latest Practicable Date, the Directors are not aware of the consequences of such increases or as a result of repurchases of Shares that would result in the aforesaid persons or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code. Moreover, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

*Note 1:* Mr. Fu's interests include 160,147,600 shares held through Fu's Family Limited, 369,600 shares held by himself and 369,600 shares held by his spouse, Ms. Ng Wan, who is also a director of the Company.

*Note 2:* These 160,147,600 shares are registered in the name of Fu's Family Limited, of which the entire issued share capital is held as to 70% by Mr. Fu, 15% by Ms. Ng Wan and 15% by Ms. Fu Man.

**DIRECTORS' DEALINGS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders of the Company.

**CONNECTED PERSONS**

The Company has not been notified by any connected persons 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 such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders of the Company.

# NOTICE OF ANNUAL GENERAL MEETING



## HOPEFLUENT GROUP HOLDINGS LIMITED

(合富輝煌集團控股有限公司)

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 733)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of members of Hopefluent Group Holdings Limited (the “**Company**”) will be held at Alexandra Room, 2/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on 16 May, 2012 (Wednesday) at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December, 2011;
2. To declare a final dividend for the year ended 31 December, 2011 in form of scrip dividend with an option to elect to receive such dividend in cash in lieu of such allotment of shares (the “**Scrip Dividend Scheme**”) and the directors of the Company be authorized to do all acts and things as may be necessary and expedient in connection with payment of dividend for the year ended 31 December, 2011 and the allotment and issue of the shares under the Scrip Dividend Scheme, including, but not limited to, determining the amount to be paid or capitalized out of the share premium account of the Company for any dividend for the year ended 31 December, 2011;
3. To re-elect directors and to authorise the board of directors to fix directors’ remuneration;
4. To appoint auditors and to authorise the board of directors to fix their remuneration;
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) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
- (i) a rights issue (as defined below); or
  - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
  - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible person of Shares or rights to acquire Shares of the Company; or
  - (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
  - (v) a specific authority granted by the Shareholders of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“Relevant Period” means the period from (and including) 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 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 the applicable laws of the Cayman Islands to be held; or
- (iii) 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; and

“rights issue” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

## NOTICE OF ANNUAL GENERAL MEETING

6. 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) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (“**Shares**”) in the capital of the Company or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares and securities convertible into Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (on the basis that no Shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchase fully paid Shares up to a maximum of 45,933,840 Shares), and the approval pursuant to paragraph (a) of this resolution be limited accordingly;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) 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 the applicable laws of the Cayman Islands to be held; or
  - (iii) 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.”

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

**“THAT**

subject to the passing of the resolutions numbered 5 and 6 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares (“**Shares**”) in the capital of the Company pursuant to the resolution numbered 5 as set out in the Notice be and the same is hereby extended (as regards the amount of share capital thereby limited) by the addition to the aggregate nominal amount of share capital of the Company which may be

## NOTICE OF ANNUAL GENERAL MEETING

allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 6 as set out in the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board  
**Hopefluent Group Holdings Limited**  
**FU Wai Chung**  
*Chairman*

Hong Kong, 12 April, 2012

*Principal place of business in Hong Kong:*

Room 3611, 36th Floor  
Shun Tak Centre West Tower  
200 Connaught Road Central  
Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed during the following periods:
  - (i) from 14 May, 2012 (Monday) to 16 May, 2012 (Wednesday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2012 Annual General Meeting. In order to be eligible to attend and vote at the 2012 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrars in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 11 May, 2012 (Friday); and
  - (ii) from 22 May, 2012 (Tuesday) to 24 May, 2012 (Thursday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to the Proposed Final Dividend. In order to establish entitlements to the Proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrars in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 May, 2012 (Monday).

During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfers of shares will be registered.

- (5) The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors comprises four executive directors, namely Mr. FU Wai Chung, Ms. NG Wan, Ms. FU Man and Mr. LO Yat Fung and three independent non-executive directors, namely Mr. LAM King Pui, Mr. NG Keung and Mrs. WONG LAW Kwai Wah, Karen.