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HOPEFLUENT GROUP HOLDINGS LIMITED

合富輝煌集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Hong Kong stock code: 733)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Hopefluent Group Holdings Limited (the “Company”) will be held at Victoria I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong at 3:00 p.m. on 31 October 2014 (Friday) for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) (i) subject to and conditional upon the fulfillment of the conditions in the subscription agreement (“China-net Subscription Agreement”) dated 12 September 2014 entered into between the Company as issuer and China-net Holding Ltd. as subscriber in relation to the proposed subscription of 42,000,000 shares of HK\$0.01 each in the share capital of the Company (each a “China-net Subscription Share”, and collectively, the “China-net Subscription Shares”) at the price of HK\$3.00 per China-net Subscription Share (a copy of the China-net Subscription Agreement marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the meeting), the form and substance of the China-net Subscription Agreement and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed and any one director of the Company (“Director”) be and is hereby authorised to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate;

- (ii) subject to the fulfillment of the conditions of the China-net Subscription Agreement, any one Director be and are hereby authorised to exercise all the powers of the Company and to take all steps as might in his opinion be desirable or necessary in connection with the China-net Subscription Agreement to, including without limitation, allot and issue the China-net Subscription Shares;
 - (iii) all other transactions contemplated under the China-net Subscription Agreement be and are hereby approved and any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the China-net Subscription Agreement, the allotment and issue of the China-net Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (b) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the China-net Subscription Shares; and (ii) the passing of the ordinary resolution no.1(a) as set out in this notice of EGM, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the China-net Subscription Shares pursuant to the China-net Subscription Agreement be and is hereby confirmed and approved.”

Yours faithfully,
By order of the Board
Hopefluent Group Holdings Limited
Fu Wai Chung
Chairman

Hong Kong, 7 October 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he so wish.

3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
5. **The register of members of the Company will be closed from 30 October 2014 (Thursday) to 31 October 2014 (Friday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 29 October 2014 (Wednesday).**
6. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this notice, the executive Directors are Mr. Fu Wai Chung, Ms. Ng Wan, Ms. Fu Man and Mr. Lo Yat Fung; and the independent non-executive Directors are Mr. Lam King Pui, Mr. Ng Keung and Mrs. Wong Law Kwai Wah, Karen.