

IMPORTANT

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

If you have sold or transferred all your shares in Hopefluent Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale 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.



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)

PROPOSED BONUS ISSUE OF SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company to be held at Boardroom III-IV, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 September 2010 at 3:00 p.m. is set out on pages 9 to 10 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed. If you do not intend to attend and vote at the extraordinary general meeting in person, you are requested to complete and return the accompanying form of proxy 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

30 August 2010

CONTENTS

	<i>Page</i>
Definitions	1
Expected timetable	3
Letter from the Board	
1. Introduction	4
2. Proposed Bonus Issue	4
3. The EGM	7
4. Listing Rules Requirement	7
5. Responsibility Statement	8
6. Recommendation	8
Notice of Extraordinary General Meeting	9

DEFINITIONS

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

“Board”	the board of Director(s);
“Bonus Issue”	the proposed issue of Bonus Shares to the Qualifying Shareholders on the basis of one Bonus Share for every ten existing Shares;
“Bonus Share(s)”	new Share(s) proposed to be allotted and issued pursuant to the Bonus Issue;
“Business Days”	any day on which the Stock Exchange is open for the transaction of business;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“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;
“Director(s)”	director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held which resolution will be proposed to consider and, if thought fit, approve the proposed Bonus Issue;
“Excluded Shareholders”	those Shareholders whose addresses as shown on the Register of Members as at 4:00 p.m. on the Record Date are outside Hong Kong and whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to extend the Bonus Issue to them;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	23 August 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	share option(s) granted under the share option scheme of the Company adopted by the Shareholders on 24 June 2004;
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong;
“PRC”	the People’s Republic of China;
“Qualifying Shareholders”	holders of Shares, excluding the Excluded Shareholders, who are entitled to the Bonus Issue;
“Record Date”	20 September 2010, being the record date for determination of entitlements to the Bonus Issue;
“Register of Members”	the register of members of the Company;
“Registrar”	Tricor Investor Services Limited, branch share registrar in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong;
“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;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

2010

Despatch day of this circular	Monday, 30 August
Last day of dealings in the Shares on a cum-entitlement basis	Monday, 13 September
First day of dealings in the Shares on an ex-entitlement basis	Tuesday, 14 September
Latest time for lodging the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares in order to be qualified for the Bonus Issue	4:00 p.m., Wednesday, 15 September
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue	4:30 p.m., Wednesday, 15 September
Closure of Register of Members	Thursday, 16 September to Monday, 20 September (both days inclusive)
Latest date and time to return form of proxy for the EGM	3:00 p.m., Saturday, 18 September
Date and time of the EGM	3:00 p.m., Monday, 20 September
Record Date	Monday, 20 September
Register of Members re-opens	Tuesday, 21 September
Certificates for the Bonus Shares expected to be despatched	Monday, 4 October
Dealings in Bonus Shares commence	Wednesday, 6 October

Note: All times refer to Hong Kong local time in this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.



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:

Mr. FU Wai Chung (*Chairman*)

Ms. NG Wan

Ms. FU Man

Mr. LO Yat Fung

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Mr. LAM King Pui

Mr. NG Keung

Mrs. WONG LAW Kwai Wah, Karen

Principal Place of Business

in Hong Kong:

Room 3611, 36th Floor

Shun Tak Centre West Tower

200 Connaught Road Central

Hong Kong

30 August 2010

*To the Shareholders, and, for information only,
holders of the Options*

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Bonus Issue and to give you the notice of the EGM.

2. PROPOSED BONUS ISSUE

Basis of Bonus Issue

Reference is made to the Company's announcement dated 11 August 2010. Subject to the conditions as set out under the heading "Conditions of the Bonus Issue" below, the Bonus Issue is proposed to be made on the basis of one Bonus Share for every ten existing Shares held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par. On

LETTER FROM THE BOARD

the basis of 300,000,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or purchased before the Record Date, 30,000,000 Bonus Shares will be issued under the Bonus Issue, resulting in a total of 330,000,000 Shares to be in issue upon the Bonus Issue becoming effective.

Record Date and closure of Register of Members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Excluded Shareholders are further elaborated below under the heading "Overseas Shareholders". The Register of Members will be closed from Thursday, 16 September 2010 to Monday, 20 September 2010 (both days inclusive) during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue. Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers of Shares accompanied by the relevant share certificates and transfer forms are lodged with the Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 September 2010.

In order for the holders of the Options to be qualified for the Bonus Issue, they must lodge the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares no later than 4:00 p.m. on Wednesday, 15 September 2010.

On the basis of (i) no further Shares being issued or purchased before the Record Date, a total of 30,000,000 Bonus Shares will be issued pursuant to the Bonus Issue; and (ii) assuming all the Options are exercised before the latest lodging time, a total of 31,400,000 Bonus Shares will be issued pursuant to the Bonus Issue. Accordingly, the Bonus Shares to be issued pursuant to the Bonus Issue will therefore be not more than 31,400,000 Bonus Shares.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. The Company will make an announcement when the number of Bonus Shares to be issued is determined.

Reasons for the proposed Bonus Issue

In recognition of the continual support of the Shareholders, the Board decides to propose the Bonus Issue. In addition to that, the Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market and thereby enlarging the Shareholder and capital base.

Overseas Shareholders

As at the Latest Practicable Date, there were two Shareholders whose addresses as shown on the Register of Members were outside Hong Kong. If at 4:30 p.m. on the Record Date, the Register of Members reveals there are Overseas Shareholders, an enquiry will be made by the Board pursuant Rule 13.36(2)(a) of the

LETTER FROM THE BOARD

Listing Rules. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Excluded Shareholders. In such circumstances, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excluded Shareholders to be sold in the market as soon as practicable after dealings commences. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Excluded Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person less than HK\$100 in which case it will be retained for the benefit of the Company.

Status of the Bonus Shares and fractional entitlements

The Bonus Shares, upon issue, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares. Fractional entitlements to the Bonus Shares will not be allotted to the Shareholders and will be aggregated and sold for the benefit of the Company.

Conditions of the Bonus Issue

The completion of the Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Companies Law and the articles of association of the Company to effect the Bonus Issue.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

Adjustments to the Options

Implementation of the Bonus Issue will lead to adjustments to the exercise price or to the number of Shares to be issued upon exercise of the Options. The Company will notify the respective holders of the Options regarding the adjustments to be made pursuant to the respective terms and conditions of the Options and notify the Shareholders by way of announcements. Such adjustments will be certified by an independent financial adviser. Save for the Options, the Company has no other outstanding options, warrants or convertible securities to subscribe for any Share.

LETTER FROM THE BOARD

Certificates for Bonus Shares

It is expected that certificates for the Bonus Shares will be posted on or before 4 October 2010 after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the Register of Members on the Record Date.

Subject to the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Bonus Shares are expected to commence on 6 October 2010.

3. THE EGM

The notice of the EGM is set out on pages 9 to 10 of this circular. At the EGM, a resolution will be proposed to consider and, if thought fit, approve the proposed Bonus Issue.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, 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, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.

4. LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll. No Shareholder is required to abstain from voting at the EGM. Further announcement on the results of the poll vote will be made by the Company after the EGM.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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. RECOMMENDATION

The Directors consider that the Bonus Issue is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution(s) as set out in the notice of the EGM on page 9.

Yours faithfully,
For and on behalf of the Board
Hopefluent Group Holdings Limited
Fu Wai Chung
Chairman

NOTICE OF EXTRAORDINARY 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 an extraordinary general meeting of Hopefluent Group Holdings Limited (the “**Company**”) will be held at Boardroom III-IV, Mezzanine Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 September 2010 at 3:00 p.m. to consider, and if thought fit, pass the following ordinary resolution:

ORDINARY RESOLUTION

“THAT, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company, a sum of HK\$300,000 being part of the amount standing to the credit of the share premium account of the Company, or such larger sum as may be necessary to give effect to the bonus issue of shares pursuant to this resolution, be capitalized and accordingly the directors of the Company be and are hereby authorized and directed to apply such sum in paying up in full at par not less than 30,000,000 unissued shares (“**Bonus Shares**”) of HK\$0.01 each in the capital of the Company, and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on 20 September 2010 (the “**Record Date**”) on the basis of one (1) Bonus Share for every ten (10) existing issued shares of HK\$0.01 each in the capital of the Company held by them respectively on the Record Date;
- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and articles of association of the Company and shall rank *pari passu* in all respects with the shares of HK\$0.01 each in the capital of the Company in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this resolution; and
- (c) the directors of the Company be authorized to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

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

Hong Kong, 30 August 2010

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead.
- (2) A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting of the Company (the "EGM") or any adjournment.
- (4) The register of members of the Company will be closed from Thursday, 16 September 2010 to Monday, 20 September 2010, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the bonus shares and for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 September 2010.