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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 Hing Lee (HK) Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This circular should be read in conjunction with the accompanying annual report of the Company for the year ended 31 December 2013.

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Hing Lee (HK) Holdings Limited **興利（香港）控股有限公司**

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
**(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Ballroom III, Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, N.T. Hong Kong on Friday, 16 May 2014 at 10:30 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual 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 Annual General Meeting or any adjournment thereof should you so wish.

11 April 2014

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Ballroom III, Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, N.T. Hong Kong on Friday, 16 May 2014 at 10:30 a.m., notice of which is set out on pages 15 to 19 of this circular;
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company;
“Company”	Hing Lee (HK) Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and was subsequently redomiciled and continued in Bermuda with limited liability, and the shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Existing Scheme Mandate Limit”	the scheme mandate limit duly approved and granted by the written resolutions of the Shareholders dated 29 May 2009 to the Directors to allot and issue Shares upon the exercise of the share options to be granted under the Share Option Scheme, with a maximum of 20,000,000 new Shares, being 10% of the Company’s issued share capital as at the Listing Date;
“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 People’s Republic of China;
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“Latest Practicable Date”	7 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Date”	22 June 2009, the date on which the Shares were listed on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Existing Scheme Mandate Limit and the grant of the Scheme Mandate Limit;
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“Scheme Mandate Limit”	the new limit proposed to be sought at the Annual General Meeting to authorize the Directors to allot and issue Shares upon the exercise of the share options to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 29 May 2009;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Future Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Hing Lee (HK) Holdings Limited 興利（香港）控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

Executive Directors:

Mr. Sung Kai Hing (*Chairman*)
Mr. Cheung Kong Cheung

Independent non-executive Directors:

Mr. Sun Jian
Ms. Shao Hanqing
Mr. Kong Hing Ki

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Unit 1101, 11th Floor
Delta House
3 On Yiu Street
Shatin
New Territories
Hong Kong

11 April 2014

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
**(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting regarding (i) the approval of the general mandates to issue, allot and otherwise deal with new Shares and to repurchase the Company's fully paid up Shares; (ii) the re-election of retiring Directors; and (iii) the Refreshment of Scheme Mandate Limit.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 10 May 2013, the Shareholders passed resolutions granting the Directors general mandates to allot, issue and otherwise deal with new Shares and to repurchase Shares. Such mandates will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the general mandates to issue, allot and otherwise deal with new Shares and to repurchase Shares at the Annual General Meeting.

LETTER FROM THE BOARD

Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 242,398,675 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 48,479,735 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4(2) and 4(3) in the notice of the Annual General Meeting set out on pages 15 to 19 of this circular.

Repurchase Mandate

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 242,398,675 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 24,239,867 Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

Details of the Repurchase Mandate are set out in ordinary resolution numbered 4(1) in the notice of the Annual General Meeting set out on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 84(1) of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Pursuant to bye-law 84(2) of the Bye-Laws, a retiring Director shall be eligible for re-election. In addition, pursuant to bye-laws 83(2) and 84(2) of the Bye-Laws, any Director so appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election (but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation).

Accordingly, Mr. Sung Kai Hing and Mr. Sun Jian shall retire from office at the Annual General Meeting, and being eligible, would offer themselves for re-election at the Annual General Meeting. Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to enable the Company to grant share options to eligible participants as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the Existing Scheme Mandate Limit;
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time ("**30% Overall Limit**"); and

LETTER FROM THE BOARD

- (3) the Company may seek approval from the Shareholders in general meeting for refreshing the Existing Scheme Mandate Limit so that the maximum number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, share options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

The Company adopted the Share Option Scheme on 29 May 2009 and the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme under the Existing Scheme Mandate Limit comprised 20,000,000 Shares, being 10% of the issued share capital of the Company as at the Listing Date. The Existing Scheme Mandate Limit has not been previously refreshed since the adoption of the Share Option Scheme.

The following table sets out the details of the Company’s share options granted under the Share Option Scheme since 29 May 2009:

Relevant date	Shares to be issued upon exercise of the total number of share options granted under the Share Option Scheme
Granted on 23 April 2010	12,000,000 Shares
Granted on 5 May 2011	4,000,000 Shares
Lapsed on 6 February 2014	16,000,000 Shares
Granted on 2 April 2014	20,000,000 Shares

As shown above, 100% of the Existing Scheme Mandate Limit has been utilized and no share option may be granted under the Share Option Scheme. As at the Latest Practicable Date, share options entitling the holders thereof to subscribe for a total of 20,000,000 Shares, at an exercise price of HK\$1.21 per Share, remained outstanding (representing approximately 8.25% of the issued share capital of the Company as at the Latest Practicable Date).

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the Refreshment of Scheme Mandate Limit so as to provide the Company with greater flexibility in granting share options to eligible participants under the Share Option Scheme, who, in the sole discretion of the Board, have made or may make contribution to the Group as well as to provide incentives to those persons and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the Annual General Meeting for the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

On the basis of 242,398,675 Shares being in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the Share Option Scheme, if the refreshment of Scheme Mandate Limit is approved at the Annual General Meeting, will be 24,239,867.

Assuming that the Refreshment of Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Options Scheme will be an aggregate of 24,239,867 Shares, which, when aggregated with the 20,000,000 Shares that may be issued under the outstanding options granted under the Share Option Scheme, representing approximately 18.25% of the Shares in issue at the Latest Practicable Date and is within the 30% Overall Limit as required under the Share Option Scheme.

Pursuant to the terms of the Share Option Scheme and the Listing Rules, share options previously granted under the Share Option Scheme (including those exercised, outstanding, cancelled and lapsed in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. However, the aggregate number of Shares that may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares in issue from time to time.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting to approve the Refreshment of Scheme Mandate Limit; and
- (b) the Listing Committee of Stock Exchange granting the approval for the listing of, and permission to deal in, such number of Shares, representing a maximum of 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the share options to be granted under the Share Option Scheme under refreshed Scheme Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (b) above.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Ballroom III, Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, N.T. Hong Kong on Friday, 16 May 2014 at 10:30 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

In accordance with Rule 13.39(4) of the Listing Rules and bye-law 66 of the Bye-Laws, all votes of the Shareholders at the Annual General Meeting must be taken by poll. As such, all resolutions set out in the notice of the Annual General Meeting shall be taken by way of poll and an announcement on the results of the poll will be published in accordance with the requirements of the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

RECOMMENDATION

The Directors consider that the proposals for the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the Refreshment of Scheme Mandate Limit are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

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.

GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
HING LEE (HK) HOLDINGS LIMITED
Sung Kai Hing
Chairman

This Appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

(b) Source of funds

Repurchases of shares must be made out of funds legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or established.

(c) Status of shares to be repurchased

The shares proposed to be repurchased by the Company must be fully paid-up.

SHARE CAPITAL

As at the Latest Practicable Date, (i) the issued share capital of the Company was HK\$2,423,986.75 comprising 242,398,675 Shares; and (ii) share options granted under the Share Option Scheme entitling holders thereof to subscribe for an aggregate of 20,000,000 Shares were outstanding.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options granted under the Share Option Scheme is exercised and no further Shares are issued, allotted or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 24,239,867 Shares during the period commencing on the date of the passing of the resolution granting the Repurchase Mandate and ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

It is envisaged that any repurchase of Shares will be financed out of funds which are legally available for such purpose in accordance with the memorandum of continuance and the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

The Directors are not aware of any material adverse impact on the working capital or gearing level of the Company as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2013 in the event that the Repurchase Mandate is exercised in full.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
April	1.00	1.00
May	0.91	0.70
June	0.86	0.71
July	0.86	0.58
August	0.80	0.80
September	0.73	0.54
October	1.10	0.75
November	1.16	0.95
December	1.55	1.30
2014		
January	1.28	1.10
February	1.43	1.20
March	1.35	1.20
April (up to the Latest Practicable Date)	2.30	1.20

DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the memorandum of continuance and the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

Pursuant to Rule 32 of the Takeovers Code, if as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Further, under Note 6(b) to Rule 26.1 of the Takeovers Code, when a concert group holds over 50% voting rights of the Company, no obligations normally arise from acquisitions by any member of the concert group. However, subject to considerations similar to those set out in Note 6(a) to Rule 26.1, the Executive may regard as giving rise to an obligation to make an offer the acquisition by a single member of the concert group of voting rights sufficient to increase his holding by more than 2% in any 12 month period if he already holds between 30% and 50%.

As at the Latest Practicable Date, as far as the Directors are aware, the concert group comprising King Right Holdings Limited (a company beneficially wholly owned by Mr. Sung Kai Hing, "**King Right**"), Golden Sunday Limited (a company beneficially wholly owned by Mr. Chan Kwok Kin), United Sino Limited (a company beneficially wholly owned by Mr. Cheung Kong Cheung) and Top Right Trading Limited (a company beneficially wholly owned by Mr. Huang Wei Ye) together held 140,058,000 Shares, representing approximately 57.78% of the issued share capital of the Company. On the other hand, King Right itself held 86,302,259 Shares, representing approximately 35.58% of the issued share capital of the Company.

Accordingly, if the Directors exercise the Repurchase Mandate in full, the proportionate interest of King Right and Mr. Sung Kai Hing in the voting rights of the Company would increase to approximately 39.56%. It is possible that such an increase may be regarded by the Executive as giving rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code subject to considerations similar to those set out in Note 6(a) to Rule 26.1. The Directors have no present intention to exercise the Repurchase Mandate to the extent that such an obligation under the Takeovers Code would arise.

In addition, assuming that none of the outstanding share options granted under the Share Option Scheme is exercised and no further issue of Shares between the Latest Practicable Date and the date of a repurchase, the exercise of the Repurchase Mandate in whole or in part will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

SHARE REPURCHASES BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the Annual General Meeting pursuant to the Bye-Laws:

Mr. Sung Kai Hing (宋啟慶先生), aged 57, is an Executive Director, the Chairman and the Chief Executive Officer of the Company and one of the founders of the Group and he has over 18 years of experience in the furniture industry. Mr. Sung was appointed as a Director on 20 April 2004. He is primarily responsible for the overall strategic planning and business development of the Group as well as overseeing the daily operations of the Group. Besides, he is also a director of certain subsidiaries of the Company and a member of the Nomination Committee. Mr. Sung has been appointed as a part-time instructor with specialisation in business operation, strategic planning and supply chain management at 南京林業大學 (Nanjing Forestry University) and 中南林業科技大學 (Central South University of Forestry and Technology) (formerly known as Central South Forestry University) since June 2004 and November 2004 respectively.

Save as disclosed above, Mr. Sung did not act as director in any other listed public company in the last three years preceding the date hereof.

As at the Latest Practicable Date, Mr. Sung (i) held share options entitling Mr. Sung to subscribe for 2,400,000 Shares (representing approximately 0.99% of the issued share capital of the Company) and (ii) was interested in 86,302,259 Shares, all of which were held by King Right which is a company beneficially wholly-owned by Mr. Sung, representing approximately 35.58% of the issued share capital of the Company. Save as disclosed above, Mr. Sung did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Sung has entered into a service agreement with the Company for a term of three years commencing from 22 June 2012, which will be continuous thereafter until terminated by either party giving to the other not less than three months' prior written notice (the "**Service Agreement**").

The amount of fixed remuneration per annum for Mr. Sung is HK\$1,000,000. Such fixed remuneration is subject to annual review with such increment (if any) at such rate to be determined by the remuneration committee of the Company and approved by a majority of the members of the Board (excluding Mr. Sung in respect of his own remuneration). As at the Latest Practicable Date, no increment has been approved in any previous annual review.

Under the Service Agreement, Mr. Sung is entitled to a discretionary bonus of a sum to be determined and approved by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the executive Director, provided that the aggregate amount of discretionary bonuses payable to all the executive Directors in respect of any financial year of the Group shall not exceed 5% of the then audited consolidated net profits of the Group before taxation but after minority interests and the taxation attributable to the minority interests for the relevant financial year. Under the Service Agreement, Mr. Sung will also be eligible to be granted options to subscribe for Shares under the Share Option Scheme. Save as disclosed above, Mr. Sung is not entitled to any variable remuneration under the Service Agreement.

Save as disclosed above, Mr. Sung did not hold any position with the Company or any of its subsidiaries and did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date and there are no other matters relating to the re-election of Mr. Sung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Sun Jian (孫堅先生), aged 49, was appointed as an Independent Non-Executive Director on 1 July 2007. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. He has over 14 years of experience in retail businesses and is a director and the chief executive officer of Home Inns & Hotel Management, Inc., a company which is principally engaged in the hotel industry with its shares listed on the National Association of Securities Dealers Automated Quotation System in the U.S.. Mr. Sun obtained a bachelor's degree in hygiene management from 上海醫科大學 (Shanghai Medical University) (subsequently renamed as 復旦大學上海醫學院 (Shanghai Medical College of Fudan University)) in July 1987. He is the vice president of 中國連鎖經營協會 (China Chain Store & Franchise Association).

Save as aforesaid, Mr. Sun did not act as director in any other listed public company in the last three years preceding the date hereof.

As at the Latest Practicable Date, Mr. Sun did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, save as share options entitling Mr. Sun to subscribe for 1,000,000 Shares (representing approximately 0.41% of the issued share capital of the Company), Mr. Sun did not have interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sun has entered into a letter of appointment with the Company as an Independent Non-Executive Director for a term of two years commencing from 22 June 2009 (being the date on which the Shares first commenced trading on the Stock Exchange), the said letter of appointment was renewed on 22 June 2013 for another two years subject to the provision of retirement and rotation of Directors under the Bye-Laws. Pursuant to the terms of the letter of appointment, Mr. Sun is entitled to receive an annual director's fee of HK\$100,000 which was determined with reference to his experience, responsibilities with the Group and general market conditions. As an Independent Non-Executive Director, Mr. Sun will also be eligible to be granted options to subscribe for Shares under the Share Option Scheme. Save as disclosed above, Mr. Sun did not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Sun that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Hing Lee (HK) Holdings Limited 興利（香港）控股有限公司

(Incorporated in the British Virgin Islands and re-domiciled and continued in Bermuda with limited liability)
(Stock code: 396)

NOTICE IS HEREBY GIVEN that the annual general meeting of Hing Lee (HK) Holdings Limited (the “Company”) will be held at Ballroom III, Courtyard by Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, N.T. Hong Kong on Friday, 16 May 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors of the Company and the independent auditors for the year ended 31 December 2013;
2.
 - (a) To re-elect Mr. Sung Kai Hing as an executive director of the Company;
 - (b) To re-elect Mr. Sun Jian as an independent non-executive director of the Company; and
 - (c) To authorize the board of directors to fix the remuneration of the directors of the Company;
3. To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - (1) **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares issued by the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized 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/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company on the Stock Exchange or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) above which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of passing 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 its Bye-Laws or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.”

(2) **“THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options or other securities which carry rights to subscribe for or are convertible into shares of the Company which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options or other securities which carry rights to subscribe for or are convertible into shares of the Company which might require the exercise of such power 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) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase, or which are convertible into shares of the Company; or (iii) any grant or exercise of any rights under any Share Option Scheme (as hereinafter defined) of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company; or (v) a specific authority granted by the shareholder of the Company in general meeting, shall not exceed the maximum of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this resolution,
 - (i) “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
 - (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company 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); and
 - (iii) “Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue of rights to acquire shares of the Company to directors and employees of the Company and its subsidiaries and any other persons who, in the sole discretion of the board of directors of the Company, are eligible to participate in any such scheme or arrangement.”
 - (3) “**THAT** conditional upon the passing of resolutions numbered 4(1) and 4(2) above, the exercise by the directors of the Company of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to resolution numbered 4(2) above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(1) above provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolution numbered 4(1).”
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the share options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 29 May 2009 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed so that the aggregate nominal amount of the share capital of the Company which may be allotted and issued pursuant to the grant or exercises of the share options under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) and any other share option schemes of the

NOTICE OF ANNUAL GENERAL MEETING

Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate**”) and that the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant share options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme; (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of share options granted under the Share Option Scheme within the Refreshed Scheme Mandate; and (iii) to do such acts and execute such documents for or incidental to such purpose.”

By Order of the Board
HING LEE (HK) HOLDINGS LIMITED
Wong Kit Wai
Company Secretary

Hong Kong, 11 April 2014

Notes:

- (a) Any member of the Company (the “Member”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote in his stead. Votes may be given either personally or by a duly authorized corporate representative or by proxy. A Member who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy to attend on the same occasion provided that, 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. A proxy need not be a Member. In addition, a proxy or proxies representing either an individual Member or a Member which is a corporation, shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (c) The instrument appointing a proxy to vote shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.
- (d) A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority shall be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude of a Member from attending and voting in person at the meeting.