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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Hing Lee (HK) Holdings Limited (the “**Company**”) will be held at Unit 1101, 11/F., Delta House, 3 On Yiu Street, Shatin, N.T. Hong Kong at 10:30 a.m. on Wednesday, 15 October 2014 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:–

ORDINARY RESOLUTION

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

- (a) the Bonus Issue (as defined in the circular of the Company dated 12 September 2014 (the “**Circular**”)), the transactions contemplated under the Bonus Issue and the application of such amount standing to the credit of the share premium account of the Company as would be required to pay up in full at par the new shares of HK\$0.01 each (“**Shares**”) to be issued and allotted to the shareholders of the Company whose names appear on the register of members of the Company (the “**Register of Members**”) on Thursday, 23 October 2014 (the “**Record Date**”), in the proportion of two (2) new Shares (“**Bonus Shares**”) for every existing Share held by a Qualifying Shareholder (as defined in the Circular) be and are hereby approved and the directors of the Company (“**Directors**”) be and are hereby authorized to issue and allot such Bonus Shares;
- (b) in case where the address of any holder of Shares as shown on the Register of Members on the Record Date is outside Hong Kong (the “**Overseas Shareholders**”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Non-Qualifying Shareholders**”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of such sale, after deduction of the related expenses, of HK\$100 or more, will be

distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders on a pro rata basis and posted to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100 in which case it will be retained for the benefit of the Company;

- (c) no fractional Bonus Shares shall be issued, allotted and distributed to the shareholders of the Company and all Bonus Shares representing fractions shall be aggregated and sold for the benefit of the Company;
- (d) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and bye-laws of the Company and shall rank pari passu in all respects with the Shares in issue on the Record Date, except that they will not be entitled for the issue of Bonus Shares mentioned in this resolution; and
- (e) the Directors be and are hereby authorized, at its absolute discretion, 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
Hing Lee (HK) Holdings Limited
Sung Kai Hing
Chairman

Hong Kong, 12 September 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 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 authorized 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 1712-16, 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.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Sung Kai Hing and Mr. Cheung Kong Cheung, and three independent non-executive Directors, namely Mr. Sun Jian, Ms. Shao Hanqing and Mr. Kong Hing Ki.

Website: <http://www.hingleehk.com.hk>