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If you have sold or transferred all your shares in Hung Hing Printing Group Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the licensed securities dealer or registered institution in securities or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HUNG HING PRINTING GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 450)

PROPOSALS RELATING TO GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20 May 2014 at 4:00 p.m. is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the said meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting. Completion and return of the proxy form will not prevent you from attending and voting at the Annual General Meeting if you so wish.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 20 May 2014 at 4:00 p.m., notice of which is set out on pages 10 to 13 of this circular (or any adjournment thereof)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Hung Hing Printing Group Limited
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 April 2014, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Repurchase Proposal”	the Repurchase Resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the number of Shares of the Company in issue at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 5B of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“\$” and “cents”	Hong Kong dollars and cents respectively



HUNG HING PRINTING GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 450)

Executive Directors:

YUM Chak Ming, Matthew (*Executive Chairman*)

SUNG Chee Keung

Non-Executive Directors:

Shigechika ISHIDA

Yoshitaka OZAWA

Katsuaki TANAKA

YAM Hon Ming, Tommy

Registered Office:

Hung Hing Printing Centre

17–19 Dai Hei Street

Tai Po Industrial Estate

New Territories

Hong Kong

Independent Non-Executive Directors:

LO Chi Hong

LUK Koon Hoo

YAP, Alfred Donald

14 April 2014

To shareholders of the Company

Dear Sir or Madam,

1. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 May 2013, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

The Directors propose to seek your approval of a general mandate to repurchase Shares not exceeding 10% of the number of Shares of the Company in issue at the Annual General Meeting. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Proposal is set out in the appendix hereto.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 May 2013, a general mandate was given to the Directors to issue new Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE EXECUTIVE CHAIRMAN

It will also be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the number of Shares of the Company in issue at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the number of Shares of the Company in issue at the date of passing the Repurchase Resolution.

3. RETIREMENT AND RE-ELECTION OF DIRECTORS

Pursuant to articles 92 and 98 of the articles of association of the Company, Mr. Sung Chee Keung, Mr. Yam Hon Ming, Tommy and Mr. Lo Chi Hong will be retiring from office at the Annual General Meeting and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

Mr. Sung Chee Keung, aged 55, is the Executive Director, Consumer Product Packaging. He is responsible for overseeing the operation of the Group's Consumer Product Packaging business in the PRC. He holds a Bachelor of Science degree in Printing Engineering from Rochester Institute of Technology, U.S.A. He has over 25 years of experience in the printing industry and has been with the Group since 1986. He became a director of the Company in September 2008. Save as disclosed herein, he had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Sung and his spouse have a personal interest of 1,483,064 Shares (representing less than 1% of the total issued Shares) within the meaning of Part XV of the SFO. Mr. Sung is a cousin of Mr. Yum Chak Ming, Matthew, executive director of the Company and Mr. Yam Hon Ming, Tommy, non-executive director of the Company. He is also a brother of Mr. Song Zhi Yi, senior management of the Company. Save as disclosed herein, he is not connected with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Sung has entered into a service agreement with the Company with effect from 1 April 2012, pursuant to which he is entitled to receive an annual salary of HK\$1,700,504 and performance-based remuneration. His remuneration was determined by the Remuneration Committee of the Company with reference to his experience and the Company's performance. Mr. Sung's service agreement does not provide any specific length of service period, but the agreement can be terminated with cause or by not less than one month written notice served by either party. Mr. Sung is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

LETTER FROM THE EXECUTIVE CHAIRMAN

Mr. Yam Hon Ming, Tommy, aged 50, a non-executive director of the Company, holds a Bachelor of Arts degree in Economics from York University, Canada. Mr. Yam has significant management experience in the printing industry. He was a non-executive director of the Company from 1991 to 1996. He rejoined the Company in 1999 and served as an executive director of the Company from July 2000 to July 2008. He was also the general manager of Hung Hing Packaging (Wuxi) Company Limited, a subsidiary of the Company, and was responsible for its general management between 2002 and 2008. Save as disclosed herein, he had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Yam does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Mr. Yam is the brother of Mr. Yum Chak Ming, Matthew and a cousin of Mr. Sung Chee Keung, who are executive directors of the Company. He is also the brother-in-law of Mr. Chan Siu Man, Alvin and a cousin of Mr. Song Zhi Yi, who are senior management of the Company. Save as disclosed herein, he is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Yam has entered into a service agreement with the Company with effect from 1 April 2012, pursuant to which he is entitled to receive an annual director's fee of HK\$200,000. His director's fee was determined by the board of Director with reference to his experience, the prevailing market conditions and the amount of director's fee payable by the Company to independent non-executive directors and other non-executive directors. Mr. Yam's service agreement does not provide any specific length of service period, but the agreement can be terminated with cause or by not less than one month written notice served by either party. Mr. Yam is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Lo Chi Hong, MH, age 67, was a board director and vice president of Sino United Publishing (Holdings) Limited and is an advisor to the group chairman of the Hung's Food Group which runs the restaurant and bakery chain under the "Yoshinoya" and "Maria's Bakery" brand names respectively. He has held senior managerial roles in the publishing industry over the last 30 years. From 1996 to 2007, he served as the chief executive officer of C&C Joint Printing (HK) Limited. Mr. Lo has also held a number of public posts in Hong Kong and China including acting as a vice president of the Printing Technology Association of China, the chairman of the Advisory Board of the Hong Kong Institute of Print-media Professionals, a member of the Hong Kong Council for Accreditation of Academic & Vocational Qualifications, a member of the SME Development Fund Vetting Committee, an honorary president of the Chinese Manufacturers' Association of Hong Kong and an honorary president of the Hong Kong Printers Association. In 2005, Mr. Lo was awarded the Medal of Honour by the HKSAR Government. Mr. Lo was a PHD Candidate of Peking University in China in 1985. Save as disclosed herein, he had not held any directorship in any other listed companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Lo does not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed herein, he is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

LETTER FROM THE EXECUTIVE CHAIRMAN

Mr. Lo has entered into a service agreement with the Company with effect from 1 April 2012, pursuant to which he is entitled to receive an annual director's fee of HK\$200,000. His director's fee was determined by the board of Director with reference to his experience, the prevailing market conditions and the amount of director's fee payable by the Company to other independent non-executive directors and non-executive directors. Mr. Lo's service agreement does not provide any specific length of service period, but the agreement can be terminated with cause or by not less than one month written notice served by either party. Mr. Lo is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention to the shareholders of the Company for the above Directors.

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 10 to 13 of this circular at which, among other things,

- an ordinary resolution will be proposed to grant the Directors a general mandate to authorise the Directors to issue, allot and deal with Shares with an aggregate number of Shares not exceeding 20% of the number of Shares of the Company in issue as at the date of passing such resolution (being 181,572,994 Shares assuming there is no issuance and repurchase of Shares between the Latest Practicable Date and the Annual General Meeting);
- an ordinary resolution will be proposed to grant the Directors a general mandate to exercise all the powers of the Company to purchase on the Stock Exchange Shares representing up to a maximum of 10% of the number of Shares of the Company in issue as at the date of passing the Repurchase Resolution; and
- an ordinary resolution will be proposed to extend the general mandate to issue Shares which will be granted the Directors to issue, allot and deal with additional Shares by adding to it the number of Shares purchased under the Repurchase Proposal after the granting of the general mandate to repurchase Shares.

5. VOTING BY POLL

According to rule 13.39(4) of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll.

LETTER FROM THE EXECUTIVE CHAIRMAN

6. ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is despatched together with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the said proxy form and return it to the Company's Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the proxy form will not prevent you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors believe that the general mandates to repurchase Shares and to issue new Shares and re-election of Directors to be proposed at the Annual General Meeting are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that all shareholders should vote in favour of the resolutions set out in the notice of the Annual General Meeting.

Yours faithfully,
Hung Hing Printing Group Limited
Yum Chak Ming, Matthew
Executive Chairman

This appendix serves as an explanatory statement, as required by the Companies Ordinance and the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the number of Shares of the Company in issue as at the date of passing the Repurchase Resolution. For this purpose, “shares” is defined in the Listing Rules to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares of the Company in issue was 907,864,974 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 90,786,497 Shares.

2. REASONS FOR REPURCHASE

Trading conditions on the Stock Exchange have become volatile in recent years and, whilst it is not possible to anticipate in advance those circumstances in which the Directors might think it appropriate to repurchase the Shares, Shares would only be repurchased in circumstances where the Directors consider that the repurchase would be in the best interests of the Company and its shareholders and lead to an enhancement of net asset value and/or earnings per share of the Company.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its articles of association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a repurchase of Shares may only be paid out from the distributable profits of the Company or the proceeds of a new issue of shares made for the purpose of the repurchases.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company’s latest published financial statement as at 31 December 2013) in the event that the Repurchase Proposal 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 Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

	Price per Shares	
	Highest	Lowest
	\$	\$
2013		
April	1.32	1.15
May	1.35	1.24
June	1.42	1.12
July	1.22	1.10
August	1.24	1.13
September	1.14	1.08
October	1.14	1.09
November	1.24	1.11
December	1.19	1.13
2014		
January	1.20	1.10
February	1.28	1.08
March	1.28	1.17
April (up to the Latest Practicable Date)	1.26	1.21

5. PREVIOUS REPURCHASE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

6. UNDERTAKINGS OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the Companies Ordinance and the applicable law in Hong Kong, and in accordance with the regulations set out in the articles of association of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the shareholders of the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the shareholders.

8. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, C.H.Yam International Limited ("C.H.Yam") holds approximately 32.19% and, Rengo Co., Ltd. ("Rengo") holds approximately 29.91%, of the issued share capital of the Company. C.H.Yam and Rengo will hold approximately 35.76% and 33.23% of the issued share capital of the Company, respectively, upon exercise in full of the Repurchase Resolutions. C.H.Yam and Rengo may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have present intention to repurchase Shares up to an amount which would result in C.H.Yam and Rengo becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in this respect.

NOTICE OF ANNUAL GENERAL MEETING



HUNG HING PRINTING GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 450)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of the Company will be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20 May 2014 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect directors and authorise the directors to fix directors' remuneration.
4. To appoint auditor and authorize the directors to fix auditor's remuneration.
5. As special business, to consider and if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

A. "THAT:

- (a) Subject to sub-paragraph (c) below and pursuant to the Listing Rules, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with shares of the Company; to grant rights to subscribe for, or to convert any security into, shares of the Company; and to make or grant offers, agreements and options which would or might require the allotment of such shares or the grant of such rights be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the allotment of such shares or the grant of such rights after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) or issued by the directors of the Company pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (1) a Rights Issue; or (2) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (3) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries; or (4) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20 per cent. of the number of Shares of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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 any applicable law of Hong Kong to be held.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register 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 overseas shareholders or fractional entitlements and further subject to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company, and pursuant to the Listing Rules, to purchase shares of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent. of the number of Shares of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) 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 any applicable law of Hong Kong to be held.”

- C. “THAT conditional upon resolution 5A and resolution 5B set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate number of Shares of the Company which are purchased by the Company after the date of passing this resolution (up to a maximum of 10 per cent. of the aggregate number of Shares of the Company as stated in resolution 5B set out in the notice convening this meeting of which this resolution forms part) shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 5A set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board
Hung Hing Printing Group Limited
Tung Yu Bui
Company Secretary

Hong Kong, 14 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A proxy need not be a member of the Company.
- (2) To be effective, the form of a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company's Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting.
- (3) The Register of Members will be closed from Friday, 16 May 2014 to Tuesday, 20 May 2014 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 15 May 2014.
- (4) The retiring Directors standing for re-election under item 3 are Mr. Sung Chee Keung, Mr. Yam Hon Ming, Tommy and Mr. Lo Chi Hong.