



HUNG HING PRINTING GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 450)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hung Hing Printing Group Limited (the “Company”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, June 30, 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- a) the subscription agreement (the “**Subscription Agreement**”) dated April 24, 2008 entered into between the Company and Asia Packaging Company Limited (the “**Subscriber**”), details of the Subscription Agreement are set out in the circular of the Company dated June 13, 2008 (a copy of the Subscription Agreement and the circular have been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- b) the directors of the Company (the “**Directors**”) be and are hereby authorized to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Subscription Agreement.”

- 2. **“THAT** subject to and conditional on the passing of ordinary resolution no. 1, the increase of the authorized share capital of the Company from HK\$80,000,000 divided into 800,000,000 shares of HK\$0.10 each (the “**Share(s)**”) to HK\$120,000,000 divided into 1,200,000,000 Shares by the creation of an additional 400,000,000 Shares ranking pari passu in all respects with existing issued and unissued Shares of the Company be and is hereby approved.”
- 3. **“THAT** subject to and conditional on the passing of ordinary resolutions no. 1 and no 2, the issue and allotment of 323,500,445 Shares constituting approximately 35.0% of the enlarged share capital of the Company to the Subscriber (the “**Subscription Shares**”) be and are hereby approved.”
- 4. **“THAT** subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Mr. Peter Martin Springford to serve as a Director be and is hereby approved.”
- 5. **“THAT** subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Mr. David Murray Lonie to serve as a Director be and is hereby approved.”

6. “**THAT** subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Mr. Ho Chi Kit to serve as a Director be and is hereby approved.”
7. “**THAT** subject to and conditional on the passing of ordinary resolution no. 1, the appointment of Mr. Alvin Tsz-Wang Lam to serve as a Director be and is hereby approved.”
8. “**THAT** subject to and conditional on the passing of ordinary resolution no. 1, the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber to make a mandatory general offer to the shareholders of the Company for all issued Shares not already owned by them or parties acting in concert with any of them under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the Subscription Shares be and is hereby approved.”

By Order of the Board
Tung Yu Bui
Company Secretary

Hong Kong, June 13, 2008

Registered office:
Hung Hing Printing Centre,
17-19 Dai Hei Street,
Tai Po Industrial Estate,
New Territories, Hong Kong

As at the date of this announcement, the Directors comprise Mr. Yam Cheong Hung, Mr. Yum Chak Ming, Matthew, Mr. Yam Ho Ming, Michael and Mr. Yam Hong Ming, Tommy, who are executive Directors; Dr. Chu Shu Ho, David and Miss Yum Pui Ming, Anna, who are non-executive Directors; Mr. Yip Yu Bun, Mr. Wong Siu Ping and Mr. Yap, Alfred Donald who are independent non-executive Directors.

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member. A proxy or proxies representing either a member who is an individual 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.
- (2) Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.

- (3) A form of proxy for use at the EGM is enclosed herewith.
- (4) 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai Hong Kong not later than 48 hours before the time appointed for the holding of the EGM or adjournment thereof. Completion and return of the proxy form will not prevent members from attending and voting at the EGM if they so wish.