
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Ngai Hing Hong Company Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 19th November 2015 at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

14th October 2015

DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 13 to 16 in this circular
“Annual General Meeting”	the annual general meeting of the Company convened to be held at 10:00 a.m. on Thursday, 19th November 2015 at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time and “Bye-Law” shall mean a bye-law of the Bye-Laws
“Company”	Ngai Hing Hong Company Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the existing share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	8th October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate to the Directors to enable them to repurchase Shares not exceeding 10% of the existing share capital in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SF Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

Executive Directors:

Hui Sai Chung (*Chairman*)

Hui Kwok Kwong

(Deputy Chairman and Managing Director)

Dr Wong Chi Ying, Anthony (*Vice Chairman*)

Lai Kam Wah (*Deputy Managing Director*)

Liu Sau Lai

Ng Chi Ming

Independent Non-executive Directors:

Ho Wai Chi, Paul

Chan Dit Lung

Ching Yu Lung

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit 3, 6th Floor

Hopeful Factory Centre,

10 Wo Shing Street,

Fo Tan, New Territories,

Hong Kong

14th October 2015

To the Shareholders and, for information only, holders of Share options of the Company

Dear Sir/Madam

**GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the grant of the Issue Mandate and the Repurchase Mandate, extension of general mandate to issue Shares and re-election of Directors.

** For identification purpose only*

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE AND EXTENSION OF ISSUE MANDATE

At the annual general meeting of the Company held on 21st November 2014, the Directors were granted an issue mandate to allot, issue and deal with Shares in the capital of the Company and a repurchase mandate to repurchase Shares on the Stock Exchange. These general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution; (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (a) the date of the next annual general meeting; (b) the date by which the next annual general meeting of the Company is required to be held by law or by its Bye-Laws; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,200,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the relevant resolutions, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 73,840,000 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 36,920,000 on the date of passing the relevant resolutions.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the Issue Mandate and the Repurchase Mandate. The Directors have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the share option schemes of the Company.

The explanatory statement required by the Listing Rules to be included in this circular is set out in the appendix to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 87, Mr Hui Sai Chung, Dr Wong Chi Ying, Anthony and Mr Ho Wai Chi, Paul will retire from office as Directors by rotation. They are eligible and will offer themselves for re-election as Directors at the Annual General Meeting.

Mr Ho Wai Chi, Paul (“Mr Ho”) was appointed to be independent non-executive Director on 1st April 2003. Therefore, Mr Ho has accordingly served the Company for more than nine years. In order to comply with the code provision A.4.3 as set out in Appendix 14 to the Listing Rules, a separate resolution should be set out for Shareholders to approve the further appointment of Mr Ho as independent non-executive Director at the Annual General Meeting.

Mr Ho was appointed to the Board on 1st April 2003 and so has served on the Board for over nine years. The Board recognises that length of service may have impact on the independence of an independent non-executive Director and has therefore kept his position under careful review. The Board believes Mr Ho is still independent as Mr Ho, being (1) an associate member of the Institute of Chartered Accountants of England and Wales, (2) a fellow member of the Hong Kong Institute of Certified Public Accountants and (3) a practicing Certified Public Accountant in Hong Kong of long standing, is fully aware of the requirement of independence and impartiality in performing his duties in his capacity as an independent non-executive Director.

The Board is of the view that Mr Ho should be re-elected as an independent non-executive Director on the basis of Mr Ho’s past contribution and performance such as (1) providing valuable recommendations to improve the management and performance of the Company in various aspects, (2) expressing independent views from the perspective of the minority shareholders of the Company, and (3) in his capacity as the chairman of (a) the audit committee, (b) the remuneration committee, (c) the nomination committee and (d) the corporate governance committee of the Company, together with the fact that Mr Ho is familiar with the operations and the business environments of the Company.

Biographical details of the Directors for re-election

Executive Directors

Mr Hui Sai Chung (“Mr Hui”)

Mr Hui, aged 68, is the Chairman and a co-founder of the Group. He is responsible for formulating and overseeing the implementation of the Group’s business strategy. He is also responsible for the marketing and sales functions of the Group. He has more than 45 years’ experience in the plastics industry. He is also the director of Ngai Hing (International) Company Limited, Ngai Hing Hong Plastic Materials Limited, Ngai Hing Hong Plastic Materials (Hong Kong) Limited, Hong Kong Colour Technology Limited, NHH Coltec Limited, Ngai Hing Engineering Plastic Materials Limited, Ngai Hing Engineering Plastic (Hong Kong) Limited, Dongguan Ngai Hing Plastic Materials Limited, Shanghai Ngai Hing Plastic Materials Company Limited, Tsing Tao Ngai Hing Plastic Materials Company Limited, Ngai Hing Engineering Plastic (Shanghai) Company Limited, Multi Well Limited, Form Best Limited, (B.V.I.) Safeway Development Company Limited, Safeway Development Company Limited, Foment Company Limited, Techpro Enterprises Limited, Topwell (BVI) Limited,

LETTER FROM THE BOARD

Extrabest Holdings Limited, Easefame Investments Limited, NHH Biodegradable Plastics Company Limited, Ngai Hing Engineering Plastic (Dongguan) Company Limited, Top Success Holdings Limited, Top Excellent Investments Limited, Richam Investments Limited, NHH Worldwide Logistics Limited and NHH Investment Limited, all of which are subsidiaries of the Group.

Mr Hui has entered into a service contract with the Company for a term of three years commencing on 1st April 2015. The emoluments of Mr Hui are determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director's fee and bonus payment) of Mr Hui for the year ended 30th June 2015 is HK\$4,228,047. For the financial year ending 30th June 2016, Mr Hui will be entitled to a remuneration of approximately HK\$4,228,047 per annum and discretionary bonus as may be decided by the Board having regard to the Group's performance and profitability. Mr Hui is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors shall retire from office by rotation and shall be eligible for re-election.

Dr Wong Chi Ying, Anthony (“Dr Wong”)

Dr Wong, aged 59, is the Vice Chairman of the Group. He is in charge of R&D Centre of the Group, as well as developing business activities and opportunities for the Group. Before joining the Group in the present capacity, Dr Wong was an Associate Professor in the Department of Industrial and Manufacturing Systems Engineering of The University of Hong Kong. He holds a B.Tech (Hons) degree and a Ph.D degree in chemical engineering and is also a Chartered Engineer, Chartered Scientist, a corporate member of The Institution of Chemical Engineers and a member of The Hong Kong Institution of Engineers. He had worked for two multinational chemical companies prior to taking up a lecturer post with The University of Hong Kong in 1986. He is also the director of Hong Kong Colour Technology Limited, Shanghai Ngai Hing Plastic Materials Company Limited, Tsing Tao Ngai Hing Plastic Materials Company Limited, Ngai Hing Hong Plastic Materials (Hong Kong) Limited, NHH Biodegradable Plastics Company Limited and NHH Coltec Limited, all of which are subsidiaries of the Group. Dr Wong also hold directorship as independent non-executive director of Synergy Group Holdings International Limited which is listed on the Growth Enterprise Market of the Stock Exchange.

Dr Wong has entered into a service contract with the Company for a term of three years commencing on 1st April 2015. The emoluments of Dr Wong are determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director's fee and bonus payment) of Dr Wong for the year ended 30th June 2015 is HK\$2,812,181. For the financial year ending 30th June 2016, Dr Wong will be entitled to a remuneration of approximately HK\$2,812,181 per annum and discretionary bonus as may be decided by the Board having regard to the Group's performance and profitability. Dr Wong is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors shall retire from office by rotation and shall be eligible for re-election.

LETTER FROM THE BOARD

Independent Non-executive Director

Mr Ho Wai Chi, Paul (“Mr Ho”)

Mr Ho, aged 64, is the managing partner of Paul W.C. Ho & Company, Certified Public Accountants (Practising). He holds a Bachelor degree in Social Sciences and is an associate member of the Institute of Chartered Accountants in England and Wales, United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants. He also holds directorships as independent non-executive director of companies listed on the Main Board of the Stock Exchange which include China Star Entertainment Limited and Bel Global Resources Holdings Limited.

Pursuant to an appointment letter entered into between Mr Ho and the Company, Mr Ho was appointed as an independent non-executive Director for a term of three years from 1st July 2014. The emoluments of Mr Ho are determined by reference to his duties and responsibilities, individual performances, the financial results of the Group, and the prevailing market benchmark. The emoluments (including director’s fee and bonus payment) of Mr Ho for the year ended 30th June 2015 is HK\$200,000. For the financial year ending 30th June 2016, Mr Ho will be entitled to a remuneration of approximately HK\$200,000 per annum. Mr Ho is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws which requires one third of the Directors shall retire from office by rotation and shall be eligible for re-election.

Interests in Shares and underlying Shares

As at the Latest Practicable Date, the interests in the Shares (within Part XV of the SF Ordinance) of Mr Hui Sai Chung were as follows:

Name of Director		Number of Shares beneficially held			Number of Shares convertible by unlisted share options (physically settled equity derivatives)
		Personal interests	Corporate interests	Other interests	
Mr Hui Sai Chung	Long positions	15,787,600	202,721,500(a)	—	—

Notes:

- (a) 196,721,500 of these shares are held by Good Benefit Limited (“Good Benefit”), a company in which Ever Win Limited (“Ever Win”) holds a 45.1% interest (Note (b)). In addition, 6,000,000 shares are held by Ever Win directly.

50,001 ordinary shares of one Canadian dollar each in Ever Win are held by Mr Hui Sai Chung. Mr Hui Sai Chung and his spouse further owns 33,957 and 5 class A non-convertible redeemable preferred shares of no par value in Ever Win respectively.

LETTER FROM THE BOARD

- (b) The beneficial interests of the Directors in the share capital of Good Benefit, which held 196,721,500 shares of the Company as at the Latest Practicable Date, are as follows:

Name of Directors	Number of shares	Percentage of holding
Mr Hui Sai Chung	4,510	45.1%
Mr Hui Kwok Kwong	4,510	45.1%
Madam Liu Sau Lai	80	0.8%
Others	<u>900</u>	<u>9.0%</u>
	<u>10,000</u>	<u>100.0%</u>

Dr Wong Chi Ying, Anthony and Mr Ho Wai Chi, Paul did not have any interests in the Shares within the meaning of Part XV of the SF Ordinance.

Save as disclosed above, Mr Hui Sai Chung, Dr Wong Chi Ying, Anthony and Mr Ho Wai Chi, Paul have not held any other positions or directorship in any members of the Group, nor have any previous experience including other directorships held in listed companies in the last three years, except that Dr Wong Chi Ying, Anthony is an independent non-executive director of Synergy Group Holdings International Limited and Mr Ho Wai Chi, Paul is an independent non-executive director of Bel Global Resources Holdings Limited and China Star Entertainment Limited.

Save that Mr Hui Yan Kit, Sam being the General Manager of Shanghai Ngai Hing Plastic Materials Co., Limited and Mr Hui Yan Lung, Geoffrey being the General Manager of Dongguan Ngai Hing Plastic Materials Limited which are subsidiaries of the Company, are the sons of Mr Hui Sai Chung. Mr Hui Sai Chung, Dr Wong Chi Ying, Anthony and Mr Ho Wai Chi, Paul are not connected with and have no relationship with any directors, senior management, substantial or controlling Shareholders of the Company. There is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (w) of the Listing Rules for Mr Hui Sai Chung, Dr Wong Chi Ying, Anthony and Mr Ho Wai Chi, Paul and there is no other matters that need to be brought to the attention of the Shareholders.

ACTIONS TO BE TAKEN

At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate;
- (c) the extension of the Issue Mandate; and
- (d) the re-election of Directors.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof to the Company's branch share registrar, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly all resolutions to be proposed at the Annual General Meeting shall be voted by poll.

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice on pages 13 to 16 of this circular.

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.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Hui Sai Chung
Chairman

APPENDIX — EXPLANATORY STATEMENT

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

Listing Rules relating to the repurchase of securities

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-Laws to repurchase its own securities.

Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,200,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 36,920,000 Shares.

Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

Funding of repurchases

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 30th June 2015. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

APPENDIX — EXPLANATORY STATEMENT

Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and in the current month up to the Latest Practicable Date, before the printing of this circular were as follows:

2014	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
October	0.700	0.580
November	0.740	0.630
December	0.680	0.600
2015		
January	0.680	0.540
February	0.650	0.580
March	0.620	0.510
April	0.840	0.570
May	1.140	0.760
June	1.420	0.890
July	1.140	0.530
August	0.830	0.540
September	0.780	0.620
October (<i>Up to the Latest Practicable Date</i>)	0.770	0.680

Disclosure of interests and minimum public holding

None of the Directors or, 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 to the Company or its subsidiaries any of the securities in the Company if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-Laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a 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 Rules 26 and 32 of the Takeovers Code.

APPENDIX — EXPLANATORY STATEMENT

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of (1) Hui Sai Chung; and (2) Hui Kwok Kwong were interested in approximately 59.18% and 59.22% of the then issued share capital of the Company. Each of Mr Hui Sai Chung and Mr Hui Kwok Kwong holds 45.1% interest in Good Benefit Limited, a company which holds approximately 53.28% of the issued capital of the Company. Mr Hui Sai Chung and Mr Hui Kwok Kwong are deemed to be holding 53.28% interest in the Company indirectly through Good Benefit Limited under the SF Ordinance. On the basis that 369,200,000 Shares were in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the percentage interests in the capital of the Company held by each of (1) Hui Sai Chung; and (2) Hui Kwok Kwong would increase to approximately 65.76% and 65.80% respectively of the issued share capital of the Company.

On the basis of the current percentage interests in the Company of such persons, an exercise of the Repurchase Mandate in full will not result in any of such persons becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

Securities repurchase made by the Company

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

NOTICE OF ANNUAL GENERAL MEETING

The logo consists of the letters 'NHH' in a bold, white, sans-serif font, centered within a dark grey rectangular box.

NGAI HING HONG COMPANY LIMITED

毅興行有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ngai Hing Hong Company Limited (the “Company”) will be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 19th November 2015 at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 30th June 2015;
2. To declare a final dividend for the year ended 30th June 2015;
3. To re-elect the retiring directors (each as a separate resolution) and to authorise the board of directors of the Company (the “Directors”) to fix the Directors’ remuneration;
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix its remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power during or after the end of the Relevant Period;

* For identification purpose only

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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of the subscription rights under the share option schemes of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; or
- (iii) 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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

B. **“THAT:**

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5A 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 as at the date of passing this Resolution.”

By Order of the Board
Chan Ka Ho
Company Secretary

Hong Kong, 14th October 2015

Head office and principal place of business in Hong Kong:

Unit 3, 6th Floor
Hopeful Factory Centre
10 Wo Shing Street
Fo Tan, Shatin
New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice and holding more than two shares is entitled to appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and (if required by the Board of Directors) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 17th November 2015 to Thursday, 19th November 2015 (both dates inclusive) during which period no transfer of shares will be registered for determining the shareholders who are entitled to attend and vote at the meeting. In order to be eligible to attend and vote at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 16th November 2015.
4. The register of members of the Company will be closed from Thursday, 26th November 2015 to Monday, 30th November 2015 (both dates inclusive) during which period no transfer of shares will be registered for determining the shareholders who are entitled to the proposed final dividend for the year ended 30th June 2015. In order to qualify for the proposed final dividend for the year ended 30th June 2015, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on Wednesday, 25th November 2015.
5. The existing Board of Directors comprises six Executive Directors, namely, Mr Hui Sai Chung, Mr Hui Kwok Kwong, Dr Wong Chi Ying, Anthony, Mr Lai Kam Wah, Madam Liu Sau Lai and Mr Ng Chi Ming and three Independent Non-executive Directors, namely, Mr Ho Wai Chi, Paul, Mr Chan Dit Lung and Mr Ching Yu Lung.