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## **Hopefluent Group Holdings Limited**

**合富輝煌集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 733)**

### **ANNOUNCEMENT**

#### **VOTING RESULTS AT ANNUAL GENERAL MEETING HELD ON 9 JUNE 2011**

**AND**

**NUMBER OF BONUS SHARES TO BE ISSUED**

**AND**

**ADJUSTMENTS TO OUTSTANDING OPTIONS UPON BONUS ISSUE**

Reference is made to the circular (the “Circular”) of Hopefluent Group Holdings Limited (the “Company”) and the notice (the “Notice”) of an annual general meeting issued to the shareholders of the Company on 14 April 2011. Unless the context otherwise required, terms defined in this announcement shall have the same meanings as those defined in the Circular.

At the annual general meeting of the Company held on 9 June 2011 (the “AGM”), all proposed resolutions as set out in the Notice were taken by poll.

As at the date of the AGM, the total number of issued shares in the Company was 382,166,000, which was the total number of shares entitling the shareholders to attend and vote for or against the resolutions at the AGM. There is no restriction on any shareholders casting votes on any of the resolutions at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the resolutions proposed at the AGM are as follows :-

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		FOR	AGAINST	
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2010.	242,314,765 (100%)	0 (0%)	242,314,765
2.	To declare a final dividend of HK11 cents per share for the year ended 31 December 2010 for payment to shareholders whose names appear on the register of members of the Company on 9 June 2011 and to authorise the board of directors to apply the fund from the share premium account and make any necessary arrangement for payment of dividend for the year ended 31 December 2010.	242,314,765 (100%)	0 (0%)	242,314,765
3a.	To re-elect the following persons as directors:			
	(i) FU Man	(i) 241,729,565 (99.76%)	(i) 585,200 (0.24%)	242,314,765
	(ii) LO Yat Fung	(ii) 241,729,565 (99.76%)	(ii) 585,200 (0.24%)	242,314,765
	(iii) LAM King Pui	(iii) 242,314,765 (100%)	(iii) 0 (0%)	242,314,765
3b.	To authorise the board of directors to fix directors' remuneration until the conclusion of the next annual general meeting.	242,314,765 (100%)	0 (0%)	242,314,765
4.	To re-appoint Deloitte Touche Tohmatsu as the Company's Auditors and to authorize the board of directors to fix their remuneration.	242,314,765 (100%)	0 (0%)	242,314,765
5.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital as at the date of this resolution.	179,825,400 (74.21%)	62,489,365 (25.79%)	242,314,765
6.	To give a general mandate to the directors to purchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital as at the date of this resolution.	242,314,765 (100%)	0 (0%)	242,314,765

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		FOR	AGAINST	
7.	To extend the general mandate granted to the directors to issue shares in the capital of the Company by adding an amount representing the aggregate nominal amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 6.	179,506,400 (74.08%)	62,808,365 (25.92%)	242,314,765
8.	To approve the issue of Bonus Shares as set out in the Notice.	242,314,765 (100%)	0 (0%)	242,314,765

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

### NUMBER OF BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Issue is proposed to be made on the basis of one (1) Bonus Share for every five (5) existing Shares held on the Record Date, i.e. 9 June 2011. As at the Record Date, there were 382,166,000 Shares in issue. Therefore, the number of Bonus Shares to be issued under the Bonus Issue is 76,433,200 Bonus Shares.

### RIGHTS OF THE OVERSEAS SHAREHOLDER

As at the Record Date, there was one Overseas Shareholder with registered address in the Philippines as appeared on the Register of Members. The Company has made enquiries with its legal adviser in the Philippines as to whether there is any legal restriction under the applicable securities legislation in the Philippines or any requirement of any relevant regulatory body or stock exchange with respect to the Bonus Issue to such Overseas Shareholder.

The Company has been advised by its legal adviser on the laws of the Philippines that (i) the Bonus Shares can be issued and allotted to the Overseas Shareholder in this jurisdiction; (ii) there is no legal restriction under the applicable legislation of this jurisdiction or requirements of any relevant regulatory body or stock exchange with respect to the Bonus Issue to such Overseas Shareholder in the Philippines; and (iii) the Company is exempted from obtaining approval from and/or registration of the relevant documents with the relevant regulatory authorities under the applicable laws and regulations in the Philippines. Based on the above legal advice, the Board has decided to extend the Bonus Issue to such Overseas Shareholder with registered address in the Philippines.

In light of the above, the Overseas Shareholder with the registered address in the Philippines, together with the Shareholders with registered addresses in Hong Kong as at the Record Date, are Qualifying Shareholders and they will be offered the Bonus Shares.

## ADJUSTMENTS TO OUTSTANDING OPTIONS

As a result of the implementation of the Bonus Issue, the exercise price of the Options granted under the Company's share option scheme and the number of Shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options will be adjusted in the following manner:

<b>Date of grant</b>	<b>Before completion of the Bonus Issue</b>		<b>Upon completion of the Bonus Issue</b>	
	<b>Number of Options outstanding</b>	<b>Exercise price of Options</b>	<b>Adjusted number of Options outstanding</b>	<b>Adjusted exercise price of Options</b>
16 December 2009	9,424,000 <i>Note</i>	HK\$2.36	11,308,800 <i>Note</i>	HK\$1.97

Note: The total adjustment to the number of Options is based on the number of Options outstanding as at the date of this announcement ("Announcement") which is subject to a change if there is any Option holders who exercise Options after the Announcement date but before the completion of the Bonus Issue which is expected to be on 23 June 2011 i.e. the adjustment effective date.

An independent financial advisor, Veda Capital Limited, has reviewed and confirmed in writing that the adjustments as described above are in accordance with the terms of the share option scheme adopted by the Company on 24 June 2004 and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules.

By Order of the Board  
**Hopefluent Group Holdings Limited**  
**Fu Wai Chung**  
Chairman

Hong Kong, 9 June 2011

*As at the date of this announcement, the executive directors of the Company are Mr. FU Wai Chung, Ms. NG Wan, Ms. FU Man and Mr. LO Yat Fung and the independent non-executive directors are Mr. LAM King Pui, Mr. NG Keung and Mrs. WONG LAW Kwai Wah, Karen.*