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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 EXTRAORDINARY GENERAL MEETING HELD ON 20 SEPTEMBER 2010 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 extraordinary general meeting issued to the shareholders of the Company on 30 August 2010. Unless the context otherwise required, terms defined in this announcement shall have the same meanings as those defined in the Circular.

At the extraordinary general meeting of the Company held on 20 September 2010 (the "EGM"), the proposed resolution as set out in the Notice was taken by poll.

As at the date of the EGM, the total number of issued shares in the Company was 344,750,000, which was the total number of shares entitling the shareholders to attend and vote for or against the resolution(s) at the EGM. There is no restriction on any shareholders casting votes on the resolution at the EGM.

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

ORDINARY RESOLUTION	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
	FOR	AGAINST	
To approve the issue of Bonus Shares as set out in the Notice of the EGM.	249,269,000 (100%)	0 (0%)	249,269,000

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution 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 ten (10) existing Shares held on the Record Date, i.e. 20 September 2010. As at the Record Date, there were 344,750,000 Shares in issue. Therefore, the number of Bonus Shares to be issued under the Bonus Issue is 34,475,000 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:

	Before completion of the Bonus Issue		Upon completion of the Bonus Issue	
Date of grant	Number of Options outstanding	Exercise price of Options	Adjusted number of Options outstanding	Adjusted exercise price of Options
16 December 2009	11,250,000	HK\$2.60	12,375,000	HK\$2.36

An independent financial advisor, Donvex 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, 20 September 2010

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.