

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt about this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hopefluent Group Holdings Limited, you should at once hand this circular and the accompanying form of election to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)**

*Executive Directors:*

FU Wai Chung (*Chairman*)  
NG Wan  
FU Man  
LO Yat Fung

*Independent Non-Executive Directors:*

LAM King Pui  
NG Keung  
WONG LAW Kwai Wah, Karen

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of*

*Business in Hong Kong:*  
Room 3611, 36th Floor  
Shun Tak Centre West Tower  
200 Connaught Road Central  
Hong Kong

31 May 2012

Dear Shareholder(s),

### **FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2011 IN FORM OF SCRIP WITH AN OPTION TO RECEIVE CASH DIVIDEND**

#### **INTRODUCTION**

At the annual general meeting of shareholders (the “**Shareholders**”) of Hopefluent Group Holdings Limited (the “**Company**”) held on 16 May 2012, an ordinary resolution had been passed to declare a final dividend for the year ended 31 December 2011 (the “**Final Dividend**”) of HK\$5.5 cents per ordinary share (the “**Share**”) in the share capital of the Company.

The Final Dividend will be given in form of new fully paid Shares (the “**Scrip Dividend Shares**”) with the Shareholders being given an option to receive cash in lieu of all or part of their scrip dividend entitlements (the “**Scrip Dividend Scheme**”) to the Shareholders whose names appeared on the Register of Members on Thursday, 24 May 2012 (the “**Record Date**”). The latest time for submission of transfer forms and relevant share certificates to qualify for the Final Dividend was 4:30 p.m. on Monday, 21 May 2012. The Register of Members of the Company has been closed from 22 May 2012 to 24 May 2012, both days inclusive, during which no transfer of Shares has been effected. Such information has been disclosed in the announcement dated 22 March 2012.

The purpose of this circular is to set out the details and procedures which apply in relation to the Scrip Dividend Scheme.

## **DETAILS OF THE SCRIP DIVIDEND SCHEME**

Shareholders of the Company have the choice of receiving in respect of the Final Dividend:

- (i) an allotment of the Scrip Dividend Shares credited as fully paid Shares and having an aggregate market value (as defined below) equal to, save for adjustment for fractions (as described below), the total amount of the Final Dividend which such Shareholder could elect to receive in cash; or
- (ii) a cash dividend of HK5.5 cents per Share held on the Record Date; or
- (iii) partly in cash dividend and partly in Scrip Dividend Shares.

For the purpose of calculating the number of Scrip Dividend Shares to be allotted, the market value of a Scrip Dividend Share has been calculated as an amount equal to the average closing prices (the “**Average Closing Price**”) of the Share on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days on Friday, 18 May 2012 to Thursday, 24 May 2012. Accordingly, the number of Scrip Dividend Shares which the Shareholders (other than overseas shareholders) will receive, in respect of the existing Shares registered in their names as at the Record Date and for which elections have been made to receive Scrip Dividend Shares will be calculated as follows:

$$\begin{array}{rcccl} \text{Number of Scrip} & & \text{Number of existing Shares} & & \\ \text{Dividend Shares} & & \text{held as at the Record Date or} & & \\ \text{to be received} & = & \text{number of Shares elected} & \times & \frac{\text{HK5.5 cents}}{\text{HK\$1.91}} \\ & & \text{for Scrip Dividend Shares} & & \text{(Average Closing Price)} \\ & & \text{(as applicable)} & & \end{array}$$

The number of Scrip Dividend Shares to be received will be rounded down to the nearest whole number of Scrip Dividend Shares. Fractional entitlements to Scrip Dividend Shares in respect of the options set out in (i) and (iii) above will be disregarded and the benefit thereof will accrue to the Company. The Scrip Dividend Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing Shares except that they shall not rank for the Final Dividend.

Scrip Dividend Shares issued to the Shareholders pursuant to an election to receive some or all of their Final Dividend in Scrip Dividend Shares may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the Scrip Dividend Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots. Based on 459,338,400 Shares in issue on the Record Date, if all the Shareholders choose to receive Scrip Dividend Shares instead of cash in respect of the Final Dividend, the Company will issue approximately 13,227,021 Scrip Dividend Shares, an increase of approximately 2.88% of the existing issued share capital of the Company.

## **ADVANTAGES OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme will give the Shareholders the opportunity to increase their investment in the Company at the market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also be to the advantage of the Company because, to the extent that the Shareholders do not elect to receive cash in lieu of the Scrip Dividend Shares, such cash as would otherwise have been paid to the Shareholders will be retained for use by the Company.

## **STOCK EXCHANGE LISTING AND DESPATCH OF DIVIDEND WARRANTS AND SHARE CERTIFICATES**

Application will be made to the Stock Exchange for listing of, and permission to deal in, the Scrip Dividend Shares. It is expected that cheques for cash entitlements and/or (subject to such application being granted) definitive share certificates for the Scrip Dividend Shares will be posted to shareholders at their risks on or about Friday, 29 June 2012.

Subject to the granting of approval for listing of, and permission to deal in, the Scrip Dividend Shares on the Stock Exchange, such Scrip Dividend Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from the commencement date of dealings in the Scrip Dividend Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The Shares of the Company are listed and dealt in on the Stock Exchange. Save as disclosed herein, none of the equity or debt securities of the Company are otherwise listed or dealt in on any other stock exchange nor is listing of, or permission to deal in, on any other exchange being or proposed to be sought.

### **FORM OF ELECTION**

**A form of election prepared for use by Shareholders who wish to receive the Final Dividend wholly in cash or partly in cash and partly in form of Scrip Dividend Shares is enclosed with this circular.**

**If you wish to receive the cash dividend in whole or partly in cash and partly in form of Scrip Dividend Shares, you should complete and sign the form of election in accordance with the instructions printed thereon and return it so that it is received by the branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (the “Registrar”) so as to arrive no later than 4:30 p.m. on Tuesday, 19 June 2012. No acknowledgement of receipt of the form of election will be issued.**

**If you wish to receive the whole of the Final Dividend in form of Scrip Dividend Shares, you should NOT complete the form of election.**

**If you elect to receive the Final Dividend wholly in cash, or partly in cash and partly in form of Scrip Dividend Shares, you should use the enclosed form of election.** If you complete the form of election but do not specify the number of Shares in respect of which you wish to receive cash under the Scrip Dividend Scheme, or if you elect to receive cash in respect of a greater number of Shares than your registered shareholding on the Record Date, you will be deemed to have exercised your election to receive cash in respect of all the Shares of which you were then registered as the holder(s).

**The latest time for submission of the forms of election will not be valid if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:**

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 19 June 2012. Instead the deadline for the submission of the forms of election will be 5:00 p.m. on the same business day; or**
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 19 June 2012. Instead the deadline for the submission of the forms of election will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.**

## SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

No Shareholder receiving a copy of this circular and/or the form of election in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities.

As at the Record Date, there were one shareholder with registered address in the Philippines and two shareholders with registered addresses in British Virgin Islands appearing on the Company's register of members. The Board has obtained and taken into consideration legal opinions in respect of the above jurisdictions and have decided to extend the offer of the Scrip Dividend Shares to the Shareholders with registered address in the Philippines and in the British Virgin Islands. Notwithstanding the legal enquiries made by the Company, it is the responsibility of Shareholders with a registered address outside Hong Kong or otherwise resident outside Hong Kong to consult their professional advisers as to whether they are permitted to receive Scrip Dividend Shares under the Scrip Dividend Scheme or if any governmental or other consent is required or other formalities need to be observed, the taxation consequences of their decision and whether there are any restrictions on their handling of any Scrip Dividend Shares so acquired (such as the sale of them). Overseas Shareholders residing in a jurisdiction where their participation in the Scrip Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular and/or the form of election for information only.

## LISTING AND DEALINGS

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Scrip Dividend Shares. Application will be made to the Stock Exchange for the grant of listing of, and permission to deal in, the Scrip Dividend Shares. It is expected that share certificates and cheques for cash entitlements will be posted at the risk of those entitled to their respective registered address on or about Friday, 29 June 2012. On this basis, the Scrip Dividend Shares are expected to commence trading after the due dispatch of the share certificates for the Scrip Dividend Shares to the relevant shareholders. Dealing of the Scrip Dividend Shares on the Stock Exchange is expected to commence on Tuesday, 3 July 2012.

## GENERAL

Whether or not it is to your advantage to elect to receive cash instead of Scrip Dividend Shares, in whole or in part, will depend upon your own individual circumstances and the decision in this regard, and all effects resulting therefrom must be solely the responsibility of each Shareholder. If you are in any doubt as to what to do, you should consult your professional advisers.

Shareholders who are trustees are recommended to take professional advice as to whether a decision to receive cash is within their powers and as to the effect of such decision having regard to the terms of the trust instrument.

Shareholders should note that the Scrip Dividend Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) for those Shareholders who may have notifiable interests in the Company. Shareholders who are in doubt as to how these provisions may affect them are recommended to seek their own professional advice.

Yours faithfully,  
For and on behalf of the Board of  
**Hopefluent Group Holdings Limited**  
**FU Wai Chung**  
*Chairman*