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HANBO ENTERPRISES HOLDINGS LIMITED

恒寶企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1367)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hanbo Enterprises Holdings Limited (the “Company”) will be held at Unit A, 29/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 5 June 2015 at 10:30 a.m. (or any adjournment thereof) for the following purposes:

As ordinary business:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ report and the independent auditors’ report for the financial year ended 31 December 2014;
2. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company:
 - (i) Mr. Cheng Lap Yin as an executive director;
 - (ii) Mr. Liu Chung Tong as an executive director;
 - (iii) Mr. Liu Ying Yin, James as an executive director;
 - (iv) Mr. Kao Lap Shing as an executive director;
 - (v) Mr. Yu Yuen Mau, Banny as an executive director;
 - (vi) Mr. Chung Kwok Pan as an independent non-executive director;
 - (vii) Mr. Lai Kin Keung as an independent non-executive director;
 - (viii) Mr. Ng Ming Yuen, John as an independent non-executive director
- (b) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to sub-paragraph 4 (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange (the “Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any additional shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 4 (a) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in subparagraph 4 (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of Shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing 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 date of 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to sub-paragraph 5 (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph 5 (a) above during the Relevant Period shall not exceed 10% of the total nominal value of the share capital of the Company as at the date of the passing 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 date of 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. “**THAT** conditional upon the resolutions nos. 4 and 5 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate number of the shares of the Company in issue at the date of passing of this resolution.”

By Order of the Board
Hanbo Enterprises Holdings Limited
Cheng Lap Yin
Chairman

Hong Kong, 30 April 2015

Notes:

- (1) A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him, on a poll, vote on his behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of that power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) The register of members will be closed from Thursday, 4 June 2015 to Friday, 5 June 2015 (both days inclusive) during which period no transfer of Shares will be registered. In order to determine the entitlement of shareholders to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 3 June 2015.
- (4) According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
- (5) With regard to ordinary resolutions set out in paragraph 2 to 6 of this notice, a circular giving details of the re-electing of directors, re-appoint of auditors and general mandates to issue and to repurchase shares will be dispatched to shareholders. The biographical details of the directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
- (6) As at the date of this notice, the executive directors of the Company are Mr. Cheng Lap Yin, Mr. Liu Chung Tong, Mr. Liu Ying Yin, James, Mr. Kao Lap Shing and Mr. Yu Yuen Mau, Banny, and the independent non-executive directors of the Company are Mr. Chung Kwok Pan, Mr. Lai Kin Keung and Mr. Ng Ming Yuen, John.