

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Hon Po Group (Lobster King) Limited will be held at Hon Palace Restaurant, 3/F., Grand Tower Arcade, Grand Tower Hotel, No.639 Nathan Road, Mongkok, Kowloon on Tuesday, 4 June 2002 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited Pro forma Combined Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2001.
2. To declare a special dividend for the year ending 31 December 2002.
3. To re-elect the Directors and to authorize the Directors to fix their remuneration.
4. To re-appoint Ernst & Young as Auditors and to authorize the Directors to fix their remuneration.

As Special Business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions.

ORDINARY RESOLUTIONS

5.

A. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company in accordance with any applicable law or Cayman Islands Law and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of share capital to be repurchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue on the date of passing this Resolution; and
- (c) for the purpose 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;
or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or Cayman Islands Law or the existing articles of association to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

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B. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period, all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make an offer or agreement or grant an option which would or might require such shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorization referred to in sub-paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue or pursuant to the exercise of options under the share option scheme or an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the existing articles of association or a specific authority granted by the Company’s shareholders in general meeting, shall not exceed (i) 20%, of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company that may have been repurchased pursuant to resolution 5A.”

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(d) for the purpose 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or Cayman Islands law or the existing articles of association to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

C. **“THAT** subject to the passing of Resolution 5A and 5B above, the authority of the Directors pursuant to Resolution 5B, be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted under Resolution 5A

By Order of the Board

Lai Po Sing

Company Secretary

Hong Kong, 23 April 2002

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Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Branch Share Registrars, Tengis Limited, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. The register of members of the Company will be closed from Wednesday, 29 May 2002, to Tuesday, 4 June 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed special dividend and be eligible to attend and vote at the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars, Tengis Limited, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Tuesday, 28 May 2002.
3. With regard to Resolutions 5A, 5B and 5C above, the Directors do not have immediate plans to issue any new shares or repurchase any existing shares. Approval is being sought from members of the Company for general mandates pursuant to the laws of Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
4. A circular containing further information concerning Resolutions 5A, 5B and 5C will be sent to shareholders together with the Company's Annual Report for 2001.