

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Hon Po Group (Lobster King) Limited (the “Company”) will be held at Hon Po Restaurant of 1st Floor, 78A-B To Kwa Wan Road, Kowloon on Monday, 4 July 2005 at 4:00 p.m. for the purpose of transacting the following businesses:

#### As Ordinary Business

1. To consider and adopt the audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2004.
2. To re-elect the retiring Directors and to authorize the board of Directors to fix their remuneration.
3. To re-appoint CCIF CPA Limited as Auditors and to authorize the board of Directors to fix their remuneration.

#### As Special Business

### ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without modifications, the following resolutions numbered 4A to 4C as Ordinary Resolutions.

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;

**茲通告**漢寶集團(龍蝦大王)有限公司(「本公司」)謹訂於二零零五年七月四日(星期一)下午四時正假座九龍土瓜灣道78A-B號一樓漢寶大酒樓舉行股東週年大會,以進行下列事項:

#### 作為普通事項

1. 考慮及採納截至二零零四年十二月三十一日止年度之經審核綜合財務報表與董事及核數師之報告書。
2. 重選退任董事及授權董事會釐定其酬金。
3. 重新委任陳葉馮會計師事務所有限公司為核數師及授權董事會釐定其酬金。

#### 作為特別事項

### 普通決議案

4. 考慮並酌情通過(無論有否修訂)下列編號為4A至4C之決議案為普通決議案。

A. 「**動議:**

- (a) 在本決議案第(b)段之限制下,全面無條件批准董事於有關期間內,按照所有適用之法例或開曼群島之法例及經不時修訂之香港聯合交易所有限公司證券上市規則,行使本公司全部權力,購回本公司股本中之股份;

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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.”

**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;

(b) 董事依據第(a)段之批准所購回之股本面值總額，不得超過本公司於本決議案通過之日已發行股份面值總額之10%；及

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；或
- (ii) 任何適用法例或開曼群島法例或現時之公司組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 本決議案所載授權經由股東大會通過普通決議案而撤銷或修訂之日。」

**B. 「動議：**

- (a) 在本決議案第(c)段之限制下，全面及無條件批准董事，於有關期間內行使本公司之一切權力以配發、發行及處理本公司股本中任何未發行之股份，並訂立或授予需發行及配發股份之售股建議或協議或購股權；
- (b) 授權董事於有關期間內訂立或授予需在有關期間內或有關期間終止後根據上述(a)段發行及配發本公司股本中之股份之售股建議或協議或購股權；

- (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 4A; and
- (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.
- (c) 根據以上(a)及(b)分段各自之批准及授權，董事配發或同意有條件或無條件配發本公司股本（不論是否根據購股權或其他計劃）中股份之總面值（除根據供股方式或根據購股權計劃行使購股權或根據本公司現時之公司組織章程細則或本公司股東於股東大會上授出之一項特定授權配發及發行股份以代替全部或部分股份股息之任何以股代息計劃），其總面值不得超過下列兩者之和：(i)於通過相關決議案以批准發行股份授權之日期已發行之本公司股本面值總額20%；及(ii)根據第4A項決議案而可能購回之本公司股本面值總額；及
- (d) 就本決議案而言：
- 「有關期間」乃指由本決議案通過之日起至下列最早日期止之期間：
- (i) 本公司下屆股東週年大會結束時；或
- (ii) 任何適用法例或開曼群島法例或現時之公司組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 本決議案所載授權經由股東大會通過普通決議案而撤銷或修訂之日。

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“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 Resolutions 4A and 4B above, the authority of the Directors pursuant to Resolution 4B, 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 4A.”

「供股」乃指根據授本公司所有股東之售股建議所需或必需配發及發行之股份所配發或發行之本公司股份或其他證券（惟任何股東所居住地區之法例不容許售股建議除外）及（如適用）本公司其他股本證券持有人有權按其現時所持有之股份或其他股本證券之比例獲得該售股建議（零碎股份除外）。

- C. 「**動議**在上述第4A及4B項決議案通過之前提下，批准董事依據第4B項決議案獲授之權力，擴大至包括本公司依據第4A項決議案獲授之權力所購回之本公司股本中之股份面值總額。」

By Order of the Board  
**Luk Chi Shing**  
Company Secretary

Hong Kong, 29 April 2005

*Registered Office:*

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
Grand Cayman  
British West Indies

*Principal Place of  
Business in Hong Kong:*

Units E&F, G/F  
Phase II, Kingsway Industrial Building  
173-175 Wo Yi Hop Road  
Kwai Chung  
New Territories  
Hong Kong

承董事會命  
公司秘書  
**陸志成**

香港，二零零五年四月二十九日

註冊辦事處：

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
Grand Cayman  
British West Indies

總辦事處及

主要營業地點：

香港  
新界  
葵涌  
和宜合道173至175號  
金威工業大廈第二期  
地下E及F廠房

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### Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy (if required by the board of Director) together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the office of Tengis Limited, the Company's Branch Share Registrars in Hong Kong at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not later than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

### 附註:

1. 有權出席大會並於會上投票之任何本公司股東，均有權委任另一名人士作為其代表出席本公司大會並於會上投票。本公司股東可就其持有之部份本公司股份委任代表。委任代表毋須為本公司之股東。
2. 委任代表之文件須由委任人或獲委任人以書面正式授權之授權人親筆簽署，如委任人為公司，則須加蓋公司印鑑或由公司負責人或獲正式授權之授權人或其他人士親筆簽署。
3. 代表委任表格（倘董事會要求）連同已簽署之授權書或其他授權文件（如有），或由公證人簽署證明之授權書或授權文件副本或通告或任何文件須連同召開大會之通告，最遲須於名列文件上之人士建議投票之大會或任何續會指定舉行時間四十八小時前交回本公司之香港股份過戶登記處登捷時有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下），方為有效。未能交回之代表委任表格則被視為無效。

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4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
  5. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
  6. A circular containing further information concerning Resolutions 2 and 4 was sent to the shareholders together with this Annual Report 2004.
4. 交回代表委任表格後，本公司股東仍可親身出席大會及於會上投票，此舉將被視作撤回代表委任表格。
  5. 倘為任何股份之聯名持有人，若有多於一位該等聯名持有人出席任何大會，則就任何決議案投票時，本公司將接納在股東名冊內排名首位之聯名持有人的投票（不論親自或委派代表），而其他聯名持有人再無投票權。就此方面而言，排名先後乃按本公司股東名冊內之排名次序而定。
  6. 載有有關第2及4項決議案之其他資料之通函將連同本年報寄予股東。

