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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hanbo Enterprises Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSAL FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR;

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Hanbo Enterprises Holdings Limited (the “**Company**”) (the “**AGM**”) to be held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 3 June 2016 at 10: 30 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (<http://www.hanbo.com>). Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment hereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

29 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 3 June 2016 at 10:30 a.m., a notice of which is set out on pages 14 to 18 of this Circular
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“associates(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
”Companies-laws”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified or otherwise supplemental from time to time
“Company”	Hanbo Enterprises Holdings Limited (恒寶企業控股有限公司) (Stock code: 1367), an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Liu Ying Yin, James, Mr. Cheng Lap Yin and Happy Zone Limited
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolutions at the AGM
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	11 July 2014, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange as amended, modified or otherwise supplemental from time to time
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Future Commission in Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. CHENG Lap Yin (*Chairman*)

Mr. LIU Chung Tong (*Deputy Chairman*)

*(Appointed as Managing Director
on 20 January 2016)*

Mr. LIU Ying Yin, James (*Managing Director*)

*(Resigned as Managing Director
on 20 January 2016)*

Mr. KAO Lap Shing (*Financial Controller*)

Mr. YU Yuen Mau, Banny

Independent Non-Executive Directors:

Mr. CHUNG Kwok Pan

Mr. LAI Kin Keung

Mr. NG Ming Yuen, John

(Resigned on 15 April 2016)

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and principal place of
business in Hong Kong:*

Flat A & B, 9/F.,

Tontex Industrial Building

2-4 Sheung Hei Street

San Po Kong, Kowloon, Hong Kong

29 April 2016

To the Shareholders

Dear Sirs or Madams,

PROPOSAL FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose resolutions at the AGM to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 5 June 2015; (b) re-elect the Directors; and (c) re-appointment of auditor.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for granting the general mandates to Directors to allot, issue, deal with and repurchase Shares, the re-election of Directors and the re-appointment of auditor, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on 5 June 2015, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 4 to 6 as set out in the notice of the AGM contained in pages 14 to 18 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

LETTER FROM THE BOARD

Under the Rule 10.06(1)(b) of the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Executive Directors 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 are Mr. Chung Kwok Pan and Mr. Lai Kin Keung.

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, every Director shall be subject to retirement by rotation at least once every 3 years. Accordingly, Mr. Cheng Lap Yin, Mr. Liu Ying Yin, James and Mr. Lai Kin Keung shall retire from office by rotation at the AGM and shall be eligible for re-election. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year were audited by Ernst & Young whose term of office will expire upon the AGM.

The Board proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 14 to 18 of this circular.

At the AGM, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the AGM, including the proposed grant of Issue Mandate, Repurchase Mandate and Extension Mandate, the re-election of the Directors and the re-appointment of auditor.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of the Directors; and (c) the re-appointment of auditor, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is also drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Cheng Lap Yin
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the Company are listed and such exchange recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 480,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 48,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earlier of (i) the conclusion of the next annual general meeting of the Company following the AGM; or (ii) the date by which the next annual general meeting of the Company is required to be held by the Companies Law or Articles of Association to be held; or (iii) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

FUNDING OF REPURCHASE

Repurchase must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Article of Association, the Listing Rules and the applicable laws of Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders are interested in more than 5% of the Company's issued share capital:

Long positions in our Company

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares	Approximate percentage of shareholding in the Company	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Liu Ying Yin, James ⁽¹⁾	Interest of a controlled corporation	156,060,000	32.51%	36.13%
Happy Zone Limited	Beneficial owner	156,060,000	32.51%	36.13%
Mr. Cheng Lap Yin	Beneficial owner	165,600,000	34.50%	38.33%

Note:

1. Happy Zone Limited ("Happy Zone"), which is solely and beneficially owned by Mr. Liu Ying Yin, James, is the beneficial owner of 156,060,000 Shares. By virtue of the SFO, Mr. Liu Ying Yin, James is deemed to be interested in all of the Shares held by Happy Zone.

Save as disclosed above, no other interest or short position in the Shares and underlying Shares of the Company were recorded in the register required to be kept under section 366 of the SFO as at the Latest Practicable Date.

The Directors are aware that the above increase in shareholdings of Happy Zone and Mr. Cheng Lap Yin in the Company upon the exercise in full to the power to repurchase Shares pursuant to the Repurchase Mandate would give rise to an obligation for (i) Mr. Liu Ying Yin, James and Happy Zone; and (ii) Mr. Cheng Lap Yin to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no intention of exercising the proposed Repurchase Mandate to such an extent as would result in takeover obligations for the above company or persons. Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No Shares have been purchased by the Company on the Stock Exchange in the previous six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	0.91	0.65
May	1.02	0.75
June	1.09	0.77
July	1.00	0.425
August	0.79	0.50
September	0.66	0.55
October	0.74	0.64
November	0.78	0.58
December	0.71	0.60
2016		
January	0.68	0.50
February	0.61	0.55
March	0.97	0.60
April (up to the Latest Practicable Date)	0.92	0.81

The following are the particulars of the Directors (as required by the Listing Rules) who are subject to re-election at the AGM.

Mr. Cheng Lap Yin (鄭立言), aged 51, was appointed as the Chairman and Executive Director of the Company in September 2013. He is the Chairman of the Nomination Committee, a member of the Nomination and Remuneration Committee and the director of certain subsidiaries of the Company. He is one of the founding directors of the Group responsible for the strategic planning and overall management of the Group's business development. Before becoming a founding director of the Group, he had worked for Dodwell International Buying Offices Ltd. as senior merchandiser from November 1989 to February 1991 and later on he was appointed as senior merchandiser at Mast Industries (Far East) Ltd., from March 1991 to February 1992.

Mr. Cheng obtained an Executive Master of Business Administration degree from City University of Hong Kong.

As at the Latest Practicable Date, Mr. Cheng was deemed to be interested in 165,600,000 Shares, representing approximately 34.50% of the issued share capital of the Company.

Mr. Cheng has entered into a service agreement with the Company for a term of three years effected from 11 July 2014 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Cheng is entitled to a salary of HK\$720,000 per annum with a discretionary bonus for his appointment as an Executive Director, which was determined by the Board based on the recommendations of the Remuneration Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Cheng is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Mr. Cheng did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. Cheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Liu Ying Yin, James (廖英賢), aged 69, was appointed as Managing Director and Executive Director of the Company in September 2013 and resigned as Managing Director of the Company in January 2016. He is a member of the Nomination Committee and the director of certain subsidiaries of the Company. He is responsible for overall strategy, investment planning and human resource strategy.

Mr. Liu is a Chartered Secretary (AGIA, ACIS) and Chartered Marketer (MCIM). He is a member of the Hong Kong Securities and Investment Institute (“HKSI”) and a licensed responsible officer of Mars Securities Co. Ltd. He obtained an Executive Master of Business Administration degree from City University of Hong Kong. He has been appointed as an adjunct professor at City University of Hong Kong since 1 January 2011.

As at the Latest Practicable Date, Mr. Liu was deemed to be interested in 156,060,000 Shares, representing approximately 32.51% of the issued share capital of the Company.

Mr. Liu has entered into a service agreement with the Company for a term of three years effected from 11 July 2014 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Liu is entitled to a salary of HK\$720,000 per annum with a discretionary bonus for his appointment as an Executive Director, which was determined by the Board based on the recommendations of the Remuneration Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Liu is the father of Mr. Liu Chung Tong.

Save as disclosed above, Mr. Liu is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Mr. Liu did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Lai Kin Keung (黎建強), aged 65, was appointed as an Independent Non-executive Director in June 2014. He is the Chairman of the Remuneration Committee and a member of each of the Audit, Compliance, Remuneration and Nomination Committee of the Company. He is responsible for advising on corporate governance, connected transactions and other corporate and compliance matters. Mr. Lai has been an independent non-executive Director of Kate China Holdings Limited, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8125), from July 2014 to November 2015 and Zoomlion Heavy Industry Science & Technology Development Co., Ltd., a company listed on the Stock Exchange and Shenzhen Stock Exchange (Stock code: 1157; 000157) since July 2015.

He obtained the degree of Doctor of Philosophy in Civil Engineering from Michigan State University, US. Mr. Lai is the founding chairman of the Operational Research Society of Hong Kong. He is a Certified Senior Enterprise Risk Manager of Asia Association of Risk and Crisis Management, a member of the Hong Kong Professionals and Senior Executives Association, a fellow of the Hong Kong Institute of Directors and a fellow of Asia Pacific Industrial Engineering and Management Society. He was the dean of the College of Business Administration at Hunan University from February 2005 to February

2008. Mr. Lai was also a member of the 10th Hunan Provincial Committee of Chinese People's Political Consultative Conference in 2008. Mr. Lai currently serves as the president of the Asia Association of Risk and Crisis Management and serves as the chair professor of management science at the City University of Hong Kong.

As at the Latest Practicable Date, Mr. Lai was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lai has entered into a letter of appointment with the Company for a term of three years effected from 11 July 2014 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Lai is entitled to a director's fee of HK\$200,000 per annum for his appointment as an Independent Non-executive Director, which was determined by the Board based on the recommendations of the Remuneration Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Lai is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Save as disclosed, Mr. Lai did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. Lai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.



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 22/F., United Centre, 95 Queensway, Hong Kong on Friday, 3 June 2016 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 2015;
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 Ying Yin, James as an Executive Director;
 - (iii) Mr. Lai Kin Keung 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.

NOTICE OF AGM

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 share 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;

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- (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

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(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, 29 April 2016

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 Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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, 2 June 2016 to Friday, 3 June 2016 (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 Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4: 30 p.m. on Wednesday, 1 June 2016.
- (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.

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- (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 and Mr. Lai Kin Keung.