



HONBRIDGE HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)
(stock code : 8137)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the Shareholders of Honbridge Holdings Limited (the “Company”) will be held at Suit 2703, 27/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, at 10:00 a.m. on Tuesday, 20 May 2008 for the purpose of considering and, if thought appropriate, to approve the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) **“THAT**

- (a) The Share Transfer Agreement dated 8 April 2008 (a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose), as supplemented by a supplemental agreement dated 8 April 2008 (a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose), entered into between Honbridge Holdings Limited (the Company) and Mr. LIU Xiangmao (the Vendor) in relation to the Acquisition.

Pursuant to the Share Transfer Agreement, the Company will acquire from the Vendor 2,000 shares in Divine Mission current owned by the Vendor, representing approximately 20% of the existing issued share capital of Divine Mission and 10% of the enlarged issued share capital of Divine Mission for a consideration of US\$1,000,000 (equivalent to HK\$7,780,000); which shall be payable in cash by the Company to the Vendor.

The consideration will be satisfied by way of cash by internal resources and/or equity financing and/or shareholders’ loan of the Company.

Completion of the Share Transfer Agreement is conditional upon, amongst other things, satisfaction of the following conditions precedent within 3 months from the date of the Share Transfer Agreement, or such other date as the parties to the Share Transfer Agreement may agree: the approval of the Share Transfer Agreement by the Shareholders at the EGM; completion of the separate share transfer agreement (a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose), pursuant to which Donnion and Kailun (QuFu) will transfer their equity interests in Kailun PV (Jining) to Kailun PV (HK), a wholly-owned subsidiary of Divine Mission; and completion of the Subscription Agreement (a copy of which is tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose).

- (b) Any one director of the Company be and is/are hereby authorized for and on behalf of the Company to do all such acts and things and execute all documents or make such arrangements as he or she may consider necessary or expedient to effect the Share Transfer Agreement between the Company and the Vendor.”

(2) “**THAT**

- (a) The Subscription Agreement dated 8 April 2008 (a copy of which is tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose), entered into between Honbridge Holdings Limited (the Subscriber, or the Company) and Divine Mission (the Issuer) in relation to the Subscription.

Pursuant to the Subscription Agreement the Company will subscribe for 10,000 new Shares of Divine Mission, representing approximately 100% of the existing issued share capital of Divine Mission and 50% of the enlarged issued share capital of Divine Mission for an consideration of US\$8,000,000 (equivalent to HK\$62,240,000).

The consideration to subscribe for 10,000 new shares in Divine Mission is US\$8,000,000 (equivalent to HK\$62,240,000).

Completion of the Subscription Agreement is conditional upon, amongst other things, satisfaction of the following conditions precedent within 3 months from the date of the Subscription Agreement, or such other date as the parties to the Subscription Agreement may agree: approval of the Subscription Agreement by the Shareholders at the EGM; completion of the separate share transfer agreement, pursuant to which Donnion and Kailun (QuFu) will transfer their equity interests in Kailun PV (Jining) to Kailun PV (HK), a wholly-owned subsidiary of Divine Mission; and completion of the Share Transfer Agreement.

The Share Transfer Agreement and the Subscription Agreement are inter-conditional.

Upon Completion, the Company will be interested in 60% of the enlarged issued share capital of Divine Mission.

- (b) Any one director of the Company be and is/are hereby authorized for and on behalf of the Company to do all such acts and things and execute all documents or make such arrangements as he or she may consider necessary or expedient to effect the Subscription Agreement between the Company and the Divine Mission.”

On behalf of the Board
Honbridge Holdings Limited
HE Xuechu
Chairman

Hong Kong, 2 May 2008

Suite 2703, 27/F
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at Union Registrars Limited of Room 1901-02, Fook Lee Commercial Centre, Town Plaza, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises (1) Mr. He Xuechu, Mr. Liu Wei and Mr. Shi Li Xin as executive directors; and (2) Mr. Chan Chun Wai, Mr. Fok Hon and Mr. Ma Gang as independent non-executive directors.