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HONBRIDGE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Honbridge Holdings Limited (the “Company”) will be held at Suite 2703, 27/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Monday, 15 March 2010, at 10:30 a.m. to consider, and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the equity transfer agreement dated 7 November 2009 (the “**Equity Transfer Agreement**”) (copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”) entered into among the Company as purchaser, Brilliant People Limited (“**BPL**”) as vendor and Shandong Zhi Xiang Trading Company Limited as guarantor in relation to the sale and purchase of the entire issued share capital of Hill Talent Limited at the consideration of HK\$880,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of 600,000,000 shares of HK\$0.001 each in the share capital of the Company (the “**Consideration Share(s)**”) credited as fully paid at an issue price of HK\$0.80 per Consideration Share to BPL in accordance with the Equity Transfer Agreement be and is hereby approved;
- (c) the issue of the zero coupon HK\$400,000,000 irredeemable convertible note due in 2014 (the “**CN**”) by the Company to BPL in accordance with the Equity Transfer Agreement be and is hereby approved;

- (d) the allotment and issue of 400,000,000 shares of HK\$0.001 each in the share capital of the Company (the “**Conversion Share(s)**”) upon conversion of the CN to BPL in accordance with the Equity Transfer Agreement be and is hereby approved; and
 - (e) the directors of the Company be and are hereby authorised to do such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Equity Transfer Agreement as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the Equity Transfer Agreement and the implementation of all transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”
2. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors of the Company (the “**Directors**”) at the annual general meeting of the Company held on 8 May 2009 (the “**AGM**”) be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution) and replaced by the mandate **THAT**:
- (a) subject to sub-paragraph (c) of this resolution below pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot and issue shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in sub-paragraph (a) of this resolution above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in sub-paragraph (a) of this resolution above, otherwise than pursuant to (i) the Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme or similar arrangement for the time being of the Company or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

- (ii) (provided that this resolution is passed) the nominal amount of any share capital of the Company repurchased by the Company pursuant to the general mandate to repurchase Shares granted to the Directors at the annual general meeting of the Company held on 14 March 2008 (up to a maximum equivalent of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of such resolution),

and the authority pursuant to sub-paragraph (a) of this resolution above shall be limited accordingly; and

- (d) for the purposes 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;
- (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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares or an offer or issue of warrants or options or similar instruments to subscribe for Shares open for a period fixed by the Directors to holders of the 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

3. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in such number of Shares, representing 10% of the Shares in issue as at the date of passing of this resolution, which may be issued pursuant to the exercise of options to be granted under the New Scheme Mandate Limit (as defined below), the existing scheme mandate limit under the share option scheme adopted on 20 December 2001 (the “**Share Option Scheme**”) be refreshed so that the number of Shares to be allotted and issued pursuant to the exercise of options under the Share Option Scheme and other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution (the “**New Scheme Mandate Limit**”) and that any Director be and is hereby authorized to do such act and execute such document to effect the New Scheme Mandate Limit.”

On behalf of the Board
Honbridge Holdings Limited
LUI Wei, William
Director and Chief Executive Officer

Hong Kong, 24 February 2010

Registered office:

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Grand Cayman
Cayman Islands

Principal place of business in Hong Kong:

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27th Floor
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23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Rooms 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the meeting or any adjourned meeting thereof should he so wishes.

3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholdings.
4. As at the date of this notice, member of the board of directors of the Company consists of three executive directors, Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Li Xin and three independent non-executive directors, Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the “GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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