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# HONBRIDGE HOLDINGS LIMITED

(incorporated in the Cayman islands with limited liability)
(stock code: 8137)

## NOTICE OF EGM

**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 Tuesday, 23 November 2010, at 11:00 a.m. to consider, and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution of the Company:

### ORDINARY RESOLUTION

### 1. "THAT

the share purchase agreement dated 5 March 2010 (the "Share Purchase 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 by and among Lit Mining Coöperating U.A and Votorantim Novos Negócios Ltda, together as the sellers, Esperento S.Á R.L and Mineral Ventures; Participações Ltda on one side, Infinite Sky Investments Limited, as the buyer, New Trinity Holdings Limited and the Company on one other side, in relation to the acquisition by Infinite Sky Investments Limited of the entire share capital of Sul Americana de Metais S.A. ("Acquisition") and other ancillary agreements, including the Escrow Agreement, the Loan Agreement, the Management Services Agreement, the Security Agreement, and the Brazillan Security Agreement, in connection with the transactions contemplated under the Share Purchase Agreement as amended from time to time (the "Transaction Documents"), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and 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 Share Purchase Agreement and the Transaction Documents as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the Share Purchase Agreement and the Transaction Documents 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."

On behalf of the Board

Honbridge Holdings Limited

LIU Wei, William

Director and Chief Executive Officer

Hong Kong, 5 November 2010

Registered office:
Scotia Centre
4th Floor
P.O. Box 2804
George Town
Grand Cayman
Cayman Islands

Principal place of business in Hong Kong:
Suite 2703
27th Floor
Great Eagle Centre
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, two non-executive directors, Mr. Ang Sin Lun Lawrence and Mr. Yan Weimin and three independent non-executive directors, Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang.