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HONBRIDGE HOLDINGS LIMITED

(incorporated in the Cayman islands with limited liability)

(stock code: 8137)

NOTICE OF THE SGM

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 11:30 am (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company at 11:00 a.m. to be held on the same date and same place) or any adjournment thereof for the purpose of considering, and, if thought fit, passing the following resolution (with or without modifications) as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the Distribution Agreement as defined and described in the circular of the Company dated 8 November 2010 of which this resolution forms part (the “Circular”) (a copy of each of the Distribution Agreement and the Circular having been produced at the meeting and marked “A” and “B” respectively and each initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, ratified and/or confirmed;
- (b) the Annual Caps (as defined and described in the Circular) be and are hereby approved; and
- (c) the director(s) of the Company be and is/are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, agreements, instruments and deeds, and do all such acts, matters or things and take all such steps as they may in their discretion consider to be necessary, desirable or expedient to implement and/or give effect to the Distribution Agreement, the transactions contemplated thereunder and the Annual Caps as they may in their discretion consider to be desirable and to agree to such variation, amendment or waiver as are, in the opinion of them, in the interests of the Company.”

- 2. “Mr. Ang Siu Lun, Lawrence be and is hereby re-elected as a non-executive director of the Company”.

3. “Mr. Yan Weimin be and is hereby re-elected as a non-executive director of the Company”.
4. “The Board of Directors to fix the remuneration of the non-executive directors.”

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

Hong Kong, 8 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 comprises Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Li Xin as executive directors; Mr. Ang Siu Lun, Lawrence and Mr. Yan Weimin as non-executive directors and Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang as independent non-executive directors.