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## **HONBRIDGE HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8137)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of Honbridge Holdings Limited (the “**Company**”) will be held at Suite 2703, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Thursday, 18 April 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the disposal agreement dated 4 January 2013, as amended and supplemented by a supplemental agreement dated 1 February 2013 (collectively, the “**Disposal Agreement**”) entered into between the Company as the vendor and Brilliant People Limited as the purchaser (a copy of the same having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes) in relation to, among others, the sale and purchase of the entire issued share capital of Hill Talent Limited at a total consideration of HK\$715,000,000 and the transactions contemplated thereunder (including the repurchase of the convertible note in the principal amount of HK\$400,000,000) be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company (the “**Director(s)**”) be and are hereby authorized to do such acts and things as the Directors may consider necessary, desirable or expedient to carry out or give effect to the transactions contemplated under the Disposal Agreement.”

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

Hong Kong, 28 March 2013

*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 share registrar and transfer office in Hong Kong, Union Registrars Limited, at 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. Shareholders are advised to read the circular of the Company dated 28 March 2013 which contains information concerning the resolution to be proposed in this notice.

*As at the date of this announcement, the Board comprises Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Lixin 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.*

*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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the day of its posting and on the Company’s website [www.8137.hk](http://www.8137.hk).*