
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Honbridge Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HONBRIDGE HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Honbridge Holdings Limited (the “Company”) to be held at Suite 2703, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2013, at 10:00 a.m. is set out on pages 12 to 15 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, 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 annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of Honbridge Holdings Limited at www.8137.hk.

18 April 2013

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Suite 2703, 27th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2013 at 10:00 a.m., notice of which is set out on pages 12 to 15 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the Company’s board of Directors
“Business Day”	any day on which the Stock Exchange is open for business of dealing in securities
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Honbridge Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (GEM stock code: 8137)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandates proposed under ordinary resolutions numbered 4(A) and 4(C) in the notice of the AGM set out on pages 12 to 15 of this circular to be granted to the Directors to (i) allot and issue securities of the Company up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution; (ii) extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company made pursuant to and in accordance with the Repurchase Mandate
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 4(B) in the notice of the AGM set out on pages 12 to 15 of this circular to be granted to the Directors to repurchase the Company’s shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



HONBRIDGE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

Executive Directors:

Mr. HE Xuechu (*Chairman*)
Mr. LIU Wei, William (*Chief Executive Officer*)
Mr. SHI Lixin

Non-Executive Directors:

Mr. YAN Weimin
Mr. ANG Siu Lun Lawrence

Independent Non-Executive Directors:

Mr. CHAN Chun Wai, Tony
Mr. FOK Hon
Mr. MA Gang

Registered Office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

Suite 2703, 27th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

18 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and to give you notice of the AGM at which resolutions will be proposed to consider and, if thought fit, approve at the AGM, among other matters, the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

LETTER FROM THE BOARD

2. ISSUE MANDATE AND REPURCHASE MANDATE

At an annual general meeting of the Company held on 21 May 2012, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares in accordance with the GEM Listing Rules. These general mandates will lapse at the conclusion of the AGM. It is therefore necessary to renew the Issue Mandate and the Repurchase Mandate at the AGM and an ordinary resolution will be proposed to seek the Shareholders' approval for granting of the Issue Mandate and the Repurchase Mandate at such meeting. Details of the aforesaid ordinary resolution is set out in ordinary resolution numbered 4 in the notice of the AGM.

The Issue Mandate and the Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or until revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever occurs first. An explanatory statement as required by the GEM Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect Mr. HE Xuechu, Mr. LIU Wei, William, Mr. YAN Weimin and Mr. ANG Siu Lun, Lawrence, as Directors in accordance with the Articles of Association. To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of the Shareholders.

4. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 12 to 15. At the AGM, relevant resolutions will be proposed to approve the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

There is enclosed with this circular a proxy form for use at the AGM. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, 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 fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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

This is an explanatory statement given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing rules, which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the number of Shares in issue was 6,215,679,716.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 621,567,971 Shares (representing 10% of the issued share capital of the Company) during the period from the date of the passing of the ordinary resolution numbered 4(B) in the notice of the AGM set out on pages 12 to 15 of this circular up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. HE Xuechu ("Mr. HE") was interested in an aggregate of approximately 65.76% of the issued share capital of the Company, of which approximately 65.40% held through Hong Bridge Capital Limited, a company which Mr. HE is the controlling shareholder and director holding 68% of its equity interest, and approximately 0.36% held through his spouse. In the event that the Directors exercise the proposed Repurchase Mandate in full, then (if the present shareholdings otherwise remained the same) the shareholdings of Mr. HE and his associates in the Company would be increased to an aggregate of approximately 73.1% of the issued share capital of the Company and such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued share capital of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date, whether on GEM or otherwise.

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	1.180	0.990
May	1.030	0.660
June	0.880	0.690
July	0.840	0.470
August	0.670	0.540
September	0.620	0.450
October	0.690	0.450
November	0.570	0.410
December	1.000	0.380
2013		
January	1.550	0.820
February	1.450	1.170
March	1.620	1.300
April (up to Latest Practicable Date)	1.550	1.300

Details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

1. Mr. HE Xuechu, Chairman and Executive Director

Mr. HE Xuechu, aged 50, is the Chairman of the Company. Mr. HE has extensive experience in financial management and in the investment field, is principally responsible for the Group's strategic planning and positioning. Mr. HE graduated from 安徽財貿學院 (Anhui Finance and Trade College), the PRC in 1983. Since then, he was employed by 中華人民共和國商業部 (the Domestic Trade Ministry of the PRC), and China Resources (Holdings) Co., Ltd. During the period from 2001 to 2005, Mr. HE was a director and substantial shareholder of a number of companies, the shares of which are listed on the Stock Exchange, including Shanghai Zendai Property Limited (stock code: 0755) and Geely Automobile Holdings Limited (stock code: 0175). Mr. HE is also director of Divine Mission Holdings Limited, Kailun Photovoltaic Materials Investments Limited, 濟寧凱倫光伏材料有限公司 (Jining Kailun Sog-Si Materials Co., Ltd.), Infinite Sky Investments Limited and New Trinity Holdings Limited, all being subsidiaries of the Company.

Mr. HE holds interest in an aggregate 4,087,460,000 shares representing approximately 65.76% of the issued shares of the Company through Hong Bridge Capital Limited, the share of which are owned as to 68% by Mr. HE, and his spouse. He joined the Company as an executive director of the Company in 2007 and has entered into a service contract with the Company which does not provide for a fixed period of service and can be terminated by the Company by giving a notice of not less than 3 months. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. HE received director's emolument of approximately HK\$1,161,000 for the year ended 31 December 2012 which was determined by reference to his skills, knowledge, involvement and performance in the Company, with reference also to the Company's performance and profitability as well as industry practice. Mr. HE does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules. The Directors of the Company are not aware of any matters that needs to be brought to the attention of the Shareholders.

2. Mr. LIU Wei, William, Chief Executive Officer and Executive Director

Mr. Liu Wei, William, aged 48, is the Chief Executive Officer of the Company. Mr. Liu has over 10 years of experience in corporate banking and corporate finance, including his previous employment with The Hongkong Chinese Bank Ltd. and Lippo Group. During the period from 2004 to 2006, Mr. Liu was a director of Hans Energy Company Limited (stock code: 0554), the shares of which are listed on the Stock Exchange. Mr. Liu was also a director of China Metal and Technologies (H.K.) Limited, a private company engaged in the trading of non-ferrous metal. He was the managing director of a private company engaged in media business. Mr. Liu was experienced in the publication business and was involved in the publication of 世界經濟論壇 (World Economic Review), 今日健康生活 (Healthy Life Today) and 中國新聞周刊 (China News Weekly) during his tenure with the above private company. Mr. Liu holds a master degree in business administration from the University of San Francisco. Mr. Liu is also director of Divine Mission Holdings Limited, Kailun Photovoltaic Materials Investments Limited, 濟寧凱倫光伏材料有限公司 (Jining Kailun Sog-Si Materials Co., Ltd.), Infinite Sky Investments Limited, New Trinity Holdings Limited, Honbridge International Trading Company Limited and 上海洪鷹貿易有限公司 (Shanghai Hongying Trading Co. Ltd.), all being subsidiaries of the Company. Mr. Liu is also a director of New Potential Development Limited, a company principally engaged in the after sale services of automobiles.

Mr. LIU holds 40,000,000 share options of the Company. He joined the Company as an executive director of the Company in 2007 and has entered into a service contract with the Company which does not provide for a fixed period of service and can be terminated by the Company by giving a notice of not less than 3 months. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. LIU received a director's emolument of approximately HK\$9,198,000, which includes approximately HK\$8,191,000 equity-settled share-based payment for the year ended 31 December 2012 which was determined by reference to his skills, knowledge, involvement and performance in the Company, with reference also to the Company's performance and profitability as well as industry practice. Mr. LIU does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules. The Directors of the Company are not aware of any matters that needs to be brought to the attention of the Shareholders.

3. Mr. Yan Weimin, Non-executive Director

Mr. Yan Weimin, aged 45, graduated from Central South University in 1989 majoring in automation. He also holds an EMBA degree of United Business Institutes (UBI) in Belgium. Mr. Yan has 20 years experience in the trading of mineral products. He has served in Shanghai Guohong Trading Co. Ltd. as the general manager and Shanghai Yingyue Industrial Co. Ltd as the chairman. Mr. Yan is responsible as the Group's contact person for Mainland China's steel conglomerates, mining corporations, and port and mining construction enterprises. He is also a director and the chairman of 上海洪鷹貿易有限公司 (Shanghai Hongying Trading Co. Ltd.).

Mr. Yan holds 60,000,000 share options of the Company. He joined the Company as a non-executive director of the Company in 2010. He has not been appointed for any fixed term but is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Yan received a director's emolument of approximately HK\$3,767,000, which was equity-settled share-based payment for the year ended 31 December 2012 which was determined by reference to his skills, knowledge, involvement and performance in the Company, with reference also to the Company's performance and profitability as well as industry practice. Mr. Yan does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. Yan, a non-executive Director, is a shareholder holding approximately 98.75% equity interest in Shanghai Yingyue Industrial Co. Ltd. ("**Yingyue**"). Yingyue is principally engaged in the provision of raw materials for construction (including steel products) to sizeable PRC companies. Shanghai Hongying Trading Co. Ltd. ("**Hongying Trading**"), a wholly-owned subsidiary of the company is principally engaged in the trading of (i) steel and steel related products; and (ii) copper and copper related products. Hongying Trading had entered into a distribution agreement with Yingyue, pursuant to which Yingyue would become a non-exclusive distributor of the steel products sourced by Hongying Trading. Accordingly, Mr. Yan is regarded as interested in such competing business of the Group by virtue of his interest in Yingyue.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules. The Directors of the Company are not aware of any matters that needs to be brought to the attention of the Shareholders.

4. Mr. ANG Siu Lin, Lawrence, Non-executive Director

Mr. Ang Siu Lun, Lawrence, aged 52, holds a Bachelor of Science degree in physics and computer science and a Master Business Administration degree from the Chinese University of Hong Kong. Prior to joining the Group, Mr. Ang worked in a number of major international investment banks for seventeen years with extensive experience in equity research, investment banking and financial analysis, focusing on China asset market, automobile industry and investment banking business. Mr. Ang is an executive director of Geely Automobile Holdings Limited (HK Stock Code: 175) and an independent non-executive director of Genvon Group Limited (HK Stock Code: 2389). Mr. Ang assists the Group's capital market activities and investor relations.

Mr. ANG holds 15,000,000 share options of the Company. He joined the Company as a non-executive director of the Company in 2010. He has not been appointed for any fixed term but is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. ANG received a director's emolument of approximately HK\$1,882,000, which was equity-settled share-based payment for the year ended 31 December 2012 which was determined by reference to his skills, knowledge, involvement and performance in the Company, with reference also to the Company's performance and profitability as well as industry practice. Mr. ANG does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules. The Directors of the Company are not aware of any matters that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HONBRIDGE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general 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 Tuesday, 21 May 2013 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To review and adopt the audited financial statements together with the reports of the directors and auditors of the Company for the year ended 31 December 2012.
2. To re-elect retiring directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration.
3. To appoint auditors and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:
 - (A) **“THAT:**
 - (a) subject to sub-paragraph (c) of this Resolution, and pursuant to The Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options 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 shall authorise the Directors of the Company 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the share capital of the Company in issue as at the date of this Resolution, and the said approval 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 in general meeting.

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares of the Company 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 of the Company 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 applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

- (B) **“THAT:**
- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market of the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the shares which may be purchased pursuant to the approval in sub-paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” shall have the same meaning as ascribed to it under sub-paragraph (d) of Resolution 4(A) set out in the notice convening this Meeting.”
- (C) **“THAT** conditional upon Resolutions 4(A) and 4(B) set out in the notice convening this Meeting being passed, the aggregate nominal amount of the number of shares which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution 4(A) set out in the notice convening this Meeting.”

By order of the Board
Honbridge Holdings Limited
LIU Wei, William
Director and Chief Executive Officer

18 April 2013

NOTICE OF ANNUAL GENERAL MEETING

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, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting or any adjourned Meeting 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 shareholding.