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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 an extraordinary general meeting (the “Meeting”) of Honbridge Holdings Limited (the “Company”, which together with its subsidiaries, the “Group”) will be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 19 September 2014, 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution of the Company:

ORDINARY RESOLUTION(S)

“THAT

- (a) The conditional acquisition agreement dated 2 July 2014 (the “Acquisition Agreement”, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purposes of identification), entered into between the Company as purchaser and Good Cheer Holdings Limited, Geely International (Hong Kong) Limited and Leads Top Limited (collectively, the “Vendors”) as vendors whereby the Company agreed to pay a total consideration of HK\$634,760,000 by issue and allotment of 428,891,890 new ordinary shares of the Company (the “Share(s)”) at a price of HK\$1.48 per Share (the “Consideration Shares”) of the Company for (i) the 90.68% equity interest in Triumphant Glory Investments Limited (“Triumphant Glory”); and (ii) the aggregate amounts of loan due from Triumphant Glory and its wholly-owned subsidiary, Shandong Forever New Energy Co., Ltd., to the Vendors upon completion; be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the passing of resolution numbered (a) above and The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Consideration Shares, the grant of the specific mandate to the directors of the Company (the “Directors”) to exercise the powers of the Company to issue and allot the Consideration Shares be and is hereby approved;

- (c) any Director be and is hereby authorised to take any action and execute such other documents as he consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Acquisition Agreement or the transactions contemplated thereby.”

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

Hong Kong, 1 September 2014

Registered office:

4th Floor
Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Principal place of business in Hong Kong:

Unit 5402, 54th Floor
Central Plaza
18 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 announcement, the Board consists of three executive Directors, Mr. He Xuechu, Mr. Liu Wei, William and Mr. Shi Lixin, two non-executive Directors Mr. Yan Weimin and Mr. Ang Siu Lun, Lawrence and three independent non-executive Directors, Mr. Chan Chun Wai, Tony, Mr. Fok Hon and Mr. Ma Gang.