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 licensed securities dealer, 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 form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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HONBRIDGE HOLDINGS LIMITED
洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of Honbridge Holdings Limited (the "**Company**") to be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 23 June 2025 at 10:00 a.m. is set out on pages 22 to 26 of this circular.

A proxy form for use at the AGM 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 in Hong Kong, Union Registrars Limited at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 and in such event, the proxy form previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of any Treasury Shares held by them, if any.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of Honbridge Holdings Limited at www.8137.hk.

29 May 2025

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 4

1. INTRODUCTION 4

2. ISSUE MANDATE AND REPURCHASE MANDATE 5

3. RE-ELECTION OF DIRECTORS AND ELECTION OF NEW DIRECTORS 5

4. ANNUAL GENERAL MEETING 7

5. CLOSURE OF REGISTER OF MEMBERS 8

6. RECOMMENDATION 8

7. VOTING BY POLL 8

8. RESPONSIBILITY STATEMENT 9

APPENDIX I — EXPLANATORY STATEMENTS FOR THE REPURCHASE MANDATE 10

APPENDIX II — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION OF NEW DIRECTORS 14

NOTICE OF ANNUAL GENERAL MEETING 22

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

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be convened and held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Monday, 23 June 2025 or any adjournment thereof
"Articles of Association"	the articles of association of the Company as may be amended from time to time
"associate"	has the meaning ascribed to it in the GEM Listing Rules
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the same meanings as ascribed to it under the GEM Listing Rules
"Company"	Honbridge Holdings Limited 洪橋集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM
"connected person(s)"	has the same meaning as ascribed to it under the GEM Listing Rules
"Controlling shareholder(s)"	has the same meaning as ascribed to it under the GEM Listing Rules
"Director(s)"	the directors of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with securities of the Company (including any sale or transfer of Treasury Shares out of treasury) up to 20% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of the relevant ordinary resolution
"Latest Practicable Date"	26 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Mr. Li"	Mr. Li Shufu, a Controlling shareholder of the Company who together with his spouse and the companies controlled by him, holds directly and indirectly approximately 67.70% interest in the Company
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors to repurchase the Company's Shares up to 10% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of the relevant ordinary resolution
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the 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 Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	treasury shares of the Company and shall have the meaning ascribed to it under the GEM Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

HONBRIDGE HOLDINGS LIMITED
洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

Executive Directors:
Mr. Xu Zhihao *(Chairman)*
Mr. Xu Bing
Mr. Chen Shengjie
Ms. Gu Wenting

Non-executive Director:
Mr. Yan Weimin

Independent non-executive Directors:
Mr. Chan Chun Wai, Tony
Mr. Ma Gang
Mr. Ha Chun

Registered office:
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman
KY1–1205
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Unit 5402, 54th Floor
Central Plaza
18 Harbour Road, Wanchai
Hong Kong

29 May 2025

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the ordinary resolutions as set out in the notice of AGM, for the approval of (i) the granting of the Issue Mandate and Repurchase Mandate; (ii) the re-election of the Directors; and (iii) the

election of the new Directors. This circular is to give the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 24 May 2024 a general mandate was granted to the Directors: (i) to exercise the powers of the Company to allot and issue securities of the Company (including any sale or transfer of Treasury Shares out of treasury) up to 20% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of an ordinary resolution; (ii) to repurchase its own Shares up to 10% of the total number of issued Shares (excluding Treasury Shares) on the date of the passing of an ordinary resolution; and (iii) to extend the general mandate in (i) above by an amount representing the aggregate nominal amount of Shares repurchased by the Company made pursuant to and in accordance with the Repurchase Mandate. 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 ordinary resolutions 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 resolutions are set out in ordinary resolutions numbered 4(A), 4(B) and 4(C) in the notice of the AGM.

With reference to these resolutions, the Directors wish to state that they have no immediate plans to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at 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 a general meeting of the Company, 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 as to whether to vote for or against on the proposed resolution for the granting of the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS AND ELECTION OF NEW DIRECTORS

Pursuant to Article 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

On 13 October 2024, Mr. Xu Zhihao ("**Mr. Xu**"), Mr. Xu Bing, Mr. Chen Shengjie ("**Mr. Chen**") and Ms. Gu Wenting ("**Ms. Gu**") were appointed as executive Directors. In accordance with Article 99 of the Articles of Association, Mr. Xu, Mr. Xu Bing, Mr. Chen and Ms. Gu shall hold office until the AGM and shall then be eligible for re-election.

Pursuant to Article 116 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with code provision B.2.4(a) of the Corporate Governance Code (the "**CG Code**"), the length of tenure of each existing independent non-executive Director is set out below:

Mr. Chan Chun Wai, Tony	17 years since 16 October 2007
Mr. Ma Gang ("**Mr. Ma**")	17 years since 16 October 2007
Mr. Ha Chun ("**Mr. Ha**")	9 years since 29 August 2015

Pursuant to Code Provision B.2.4(b) of the CG Code, the Company should appoint a new independent non-executive Director at its forthcoming annual general meeting if all independent non-executive Directors on the Board are long-serving independent non-executive Directors for more than nine years. All existing independent non-executive Directors have served in the Company for more than nine years.

In accordance with Article 116 of the Articles of Association, Mr. Yan Weimin ("**Mr. Yan**"), Mr. Chan Chun Wai, Tony, Mr. Ma and Mr. Ha will retire from office at the AGM by rotation. Mr. Yan, Mr. Chan Chun Wai, Tony, Mr. Ma and Mr. Ha will not offer themselves for re-election at the AGM as they would like to devote more time to pursue their own personal commitments. In respect to Mr. Chan Chun Wai, Tony, Mr. Ma and Mr. Ha, their decisions are also in line with good governance practice as all of them have served as independent non-executive Directors for more than nine years. The retirement of Mr. Yan, Mr. Chan Chun Wai, Tony, Mr. Ma and Mr. Ha shall take effect from the conclusion of the AGM. Each of Mr. Yan, Mr. Chan Chun Wai, Tony, Mr. Ma and Mr. Ha has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the AGM.

The re-election of the Directors has been reviewed by the nomination committee of the Company (the "**Nomination Committee**") which made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The recommendation was made in accordance with the nomination policy adopted by the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out under the board diversity policy of the Company. The Nomination Committee also took

into account the extensive knowledge and professional experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board.

The Nomination Committee and the Board further recommends that Mr. Huang Yongzhong ("**Mr. Huang**"), Mr. Wang Baogang ("**Mr. Wang**") and Dr. Wang Jiwei ("**Dr. Wang**") be nominated for election as new Directors at the AGM. Subject to each of their respective appointment being approved by the Shareholders at the AGM, Mr. Huang, Mr. Wang and Dr. Wang will each be appointed as an independent non-executive Director effective immediately at the conclusion of the AGM. The recommendation was made in accordance with the abovementioned nomination policy adopted by the Company and considered the diversity aspects as set out under the board diversity policy of the Company. The Nomination Committee also took into account the extensive knowledge and professional experience of the new Directors. Each of Mr. Huang, Mr. Wang and Dr. Wang has confirmed in writing to the Company that he satisfied all the criteria for independence as set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the GEM Listing Rules.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Xu, Mr. Xu Bing, Mr. Chen and Ms. Gu and to elect Mr. Huang, Mr. Wang and Dr. Wang. To enable Shareholders to make an informed decision on the re-election of these retiring Directors and appointment of new Directors, the biographical details of the retiring Directors and the new 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 22 to 26 of this circular. At the AGM, relevant resolutions will be proposed to approve, among others, the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the election of new Directors.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able 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 in Hong Kong, Union Registrars Limited at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, 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 (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) 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.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 18 June 2025 to Monday, 23 June 2025, both days inclusive, during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 17 June 2025.

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the election of the new Directors are in the best interests of 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.

7. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Articles of Association.

Pursuant to the Articles of Association, on a poll every Shareholder present (including attendance by electronic means) in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register of members of the Company. On a poll, a Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

An announcement on the poll results will be made by the Company after the AGM in accordance with Rule 17.47(5) of the GEM Listing Rules.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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 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 circular misleading.

Yours faithfully,
On behalf of the Board
Honbridge Holdings Limited
Xu Zhihao
Chairman

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 issued Shares was 14,554,533,606 and the Company did not hold any Treasury Shares.

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 date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,455,453,360 Shares (representing 10% of the total number of issued Shares) 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 22 to 26 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 a general meeting, whichever occurs first.

The Company may cancel such repurchased Shares or hold them as Treasury Shares for subsequent sale or transfer subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASES

The Directors believe that the flexibility afforded by 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 per Share 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 as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the 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 the laws of Cayman Islands, 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 Act (Revised) of the Cayman Islands, 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 Act (Revised) of the Cayman Islands, 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 financial statements contained in the annual report of the Company for the financial year ended 31 December 2024) 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 will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the 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 close 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 core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she 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.

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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 Rules 26 and 32 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Mr. Li and his associates, directly or indirectly, own an aggregate of 9,853,438,675 Shares, representing approximately 67.70% of the issued share capital of the Company. This comprises Shares held by Hong Bridge Capital, Mr. Li, Mr. Li's spouse and Geely International (Hong Kong) Limited who/which are holding 7,849,699,000 Shares, 103,064,000 Shares, 50,000,000 Shares and 1,850,675,675 Shares, representing approximately 53.93%, 0.71%, 0.34% and 12.72% of the total issued share capital of the Company, respectively. 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. Li and his associates in the Company would be increased to an aggregate of approximately 75.22% of the total number of Shares.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation to make a mandatory offer under the Takeovers Code.

In addition, 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. In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings otherwise remained the same) the number of shares under public float before and after the exercise of Repurchase Mandate amount to 4,239,092,931 Shares and 2,783,639,571 Shares, respectively, representing approximately 29.12% and 21.25% of the Company's total share capital, respectively.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased the Shares during the six months period preceding the Latest Practicable Date (whether on the Stock Exchange 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 and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
2024		
May	0.300	0.248
June	0.270	0.198
July	0.219	0.186
August	0.228	0.186
September	0.295	0.187
October	0.520	0.270
November	0.780	0.430
December	0.720	0.490
2025		
January	0.610	0.470
February	0.620	0.510
March	0.600	0.500
April	0.550	0.360
May (up to and including the Latest Practicable Date)	0.590	0.360

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

Retiring Directors

Mr. Xu Zhihao (徐志豪先生), aged 48, was appointed as an executive Director on 13 October 2024. He has joined Zhejiang Geely Holding Group Co., Ltd. ("**Geely Holding**") as the chief executive officer of Geely Technology Group Co., Ltd. ("**Geely Technology**") since 2017. Geely Holding and Geely Technology are ultimately controlled by Mr. Li, a Controlling Shareholder of the Company. From January 2021 to October 2022, Mr. Xu was the chairman and an executive director of Lifan Technology (Group) Co., Ltd. (601777.SH). Since 2020, Mr. Xu has been serving as the chairman of Zhejiang Qianjiang Motorcycle Co., Ltd. (000913.SZ) and an independent non-executive director of Anhui Gujing Distillery Co., Ltd. (000596.SZ). He was awarded the National May 1st Labor Medal. Mr. Xu received his doctor's degree from Singapore Management University in June 2024. He has obtained the PRC fund practitioner qualification and securities practitioner qualification. He is a senior economist.

As at the Latest Practicable Date, Mr. Xu holds 422,000,000 Shares of the Company, representing approximately 2.90% of the issued share capital of the Company within the meaning of Part XV of the SFO. Mr. Xu had entered into a service agreement with the Company in relation to his appointment as an Executive Director of the Company for a term of three years commencing from 13 October 2024 and may be terminated by either any party with three-month prior written notice. According to the service agreement, Mr. Xu is entitled to receive a salary of HK$80,000 per month from the Company. His emoluments is determined from time to time by the Board with reference to his duties, experiences and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Xu does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Xu that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Xu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Xu Bing (許兵先生), aged 43, was appointed as an executive Director on 13 October 2024. He joined Geely Holding in 2005 and has nearly 20 years of experience in operations management in the automotive industry, mineral smelting and diversified industries. He had served as the senior manager of operations management of Geely Holding and the general manager of operations management of Geely Technology. Currently, he is the vice president of Geely Technology, the chairman of Zhejiang Jingneng Microelectronics Co., Ltd., Xiaolinggou Travel Technology Co., Ltd., and Anhui Ruike Resource Recycling Technology Co., Ltd. Since May 2021, he has been serving as a director of Zhejiang Qianjiang Motorcycle Co., Ltd (000913.SZ).

As at the Latest Practicable Date, Mr. Xu Bing does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Mr. Xu Bing had entered into a service agreement with the Company in relation to his appointment as an Executive Director of the Company for a term of three years commencing from 13 October 2024 and may be terminated by either any party with three-month prior written notice. According to the service agreement, Mr. Xu Bing is not entitled to any fixed monthly salary or director's fee. However, the Board, on the recommendation of the remuneration committee of the Company, may determine the remuneration and director's fee entitlement of Mr. Xu Bing from time to time with reference to his experience and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Xu Bing does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Xu Bing that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Xu Bing that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Chen Shengjie (陳聖杰先生), aged 41, was appointed as an executive Director on 13 October 2024. He joined Geely Holding in 2010, and has served successively as the manager of the financial audit office and the financial auditor of the internal control department at Geely Holding, the chief financial officer of Mingtai Investment Development Group, and the senior director of the board of directors of Geely Holding. He currently serves as the chief financial officer of Geely Technology. Mr. Chen obtained his bachelor's degree from Southwest University of Science and Technology (西南科技大學) in June 2007 and his master's degree from Zhejiang Gongshang University (浙江工商大學) in June 2015.

As at the Latest Practicable Date, Mr. Chen does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Mr. Chen had entered into a service agreement with the Company in relation to his appointment as an Executive Director of the Company for a term of three years commencing from 13 October 2024 and may be terminated by either any party with three-month prior written notice. According to the service agreement, Mr. Chen is not entitled to any fixed monthly salary or director's fee. However, the Board, on the recommendation of the remuneration committee of the Company, may determine the remuneration and director's fee entitlement of Mr. Chen from time to time with reference to his experience and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Chen does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Chen that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Ms. Gu Wenting (顧文婷女士), aged 38, was appointed as an executive Director on 13 October 2024. She served as the vice president of the Hong Kong stocks consumer goods sector of EJF Capital LCC from August 2012 to December 2015. From January 2016 to May 2022, she served as the executive partner and post-investment manager of Green Pine Capital Partners. Since July 2022, she has been serving as the vice president of Geely Technology and chairman of the board of directors of Aerofugia Technology (Chengdu) Co., Ltd., in charge of strategic investment and financing sector. Ms. Gu graduated from Guanghua School of Management of Peking University (北京大學光華管理學院) in June 2024.

As at the Latest Practicable Date, Ms. Gu does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Ms. Gu had entered into a service agreement with the Company in relation to her appointment as an Executive Director of the Company for a term of three years commencing from 13 October 2024 and may be terminated by either any party with three-month prior written notice. According to the service agreement, Ms. Gu is not entitled to any fixed monthly salary or director's fee. However, the Board, on the recommendation of the remuneration committee of the Company, may determine the remuneration and director's fee entitlement of Ms. Gu from time to time with reference to her experience and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Ms. Gu does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Gu that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Ms. Gu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

New Directors to be elected

Mr. Huang Yongzhong (黃永忠先生), aged 56, has been a veteran in the field of private equity and he has experiences in a number of internationally renowned investment institutions. Mr. Huang was the member of investment banking's merger and acquisition team of Schroders from July 1995 to January 2000. After his departure from Schroders, Mr. Huang served as the Chief Representative in Shanghai of Merrill Lynch between March 2000 and October 2001, in which he was mainly responsible for the investment banking business in East Asia. Mr. Huang joined AIG Global Investment Group ("**AIG**") as the Chief Representative in Shanghai from November 2001 to October 2004, in which Mr. Huang was mainly responsible for the private equity investment businesses of AIG and the establishment of AIG's first office in China. Mr. Huang currently serves as the founder of Juntong Investment Management (HK) Co., Ltd (君同資本管理(香港)有限公司), ("**Juntong**") which is a private equity investment institution established in 2014, headquartered in Shanghai and Hong Kong. Before the establishment of Juntong, Mr. Huang also served as one of the Global Partners of Pantheon Ventures between December 2004 and June 2014, an international fund of funds institution, in which Mr. Huang was mainly responsible for the equity investments and transactions in the Asia-Pacific region.

Mr. Huang obtained his bachelor degree in finance from Shanghai University of Finance and Economics (上海財經大學) in July 1991 and completed his EMBA Programme of PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in January 2018.

As at the Latest Practicable Date, Mr. Huang does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Mr. Huang had entered into a letter of appointment with the Company in relation to his proposed appointment as an independent non-executive Director for a term of three years commencing from the date of the AGM subject to the passing of the resolution for Mr. Huang's appointment at the AGM. The appointment may be terminated by either any party with three months prior written notice. According to the letter of appointment, Mr. Huang is entitled to receive a salary of HK$15,000 per month from the Company. His emoluments is determined from time to time by the Board with reference to his duties, experiences and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Huang does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Huang that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Huang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Wang Baogang (王寶剛先生), aged 54, is a seasoned executive with extensive cross-industry experiences, having successfully adapted his skills to diverse sectors. Mr. Wang served as a General Manager at the Tianjin Economic-Technological Development Area Labor Services Corporation (天津開發區勞動服務總公司) from July 1992 to April 2002. He then worked as the Deputy General Manager in Tianjin Yuantian Breeding Co., Ltd. (天津市原田養殖有限公司) and as the General Manager of Tianjin Sunshine Xindi Investment Co., Ltd. (天津陽光鑫地投資有限公司), respectively, between May 2002 and October 2007. Mr. Wang was the Vice President and President of Northern Region of Shanghai Industrial Development Co., Ltd., a company which is listed on the Shanghai Stock Exchange (stock code: 600748.SH) from November 2007 to December 2010. Mr. Wang then joined Tianjin East Coast Construction Co., Ltd. (天津東岸建設有限公司) as the General Manager from January 2011 to December 2023. He also served a financial services company, Tianjin Yuwei Investment Co., Ltd. (天津昱煒投資有限公司), as the Chairman in January 2011 where he still remains. Mr. Wang is also a director of China Pacific Merchants Limited (維昌洋行有限公司) since June 2019 where he remains. Mr. Wang was appointed as the Deputy General Manager of Beijing Jinpeng Tianhang Freight Forwarding Co., Ltd. (北京金鵬天航貨運代理有限公司) and the representative of Xchange Logistics Corporation in China since July 2022. In October 2023, Mr. Wang was one of the founding partners who established the Hefei Xinkaihu Venture Capital Partnership (Limited Partnership) (合肥新開湖創業投資合夥企業(有限合夥)) where he still remains.

Mr. Wang obtained his bachelor degree in economics from Nankai University (南開大學) in July 1992 and completed the EMBA Programme of Cheung Kong Graduate School of Business (長江商學院) in September 2018.

As at the Latest Practicable Date, Mr. Wang does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Mr. Wang had entered into a letter of appointment with the Company in relation to his proposed appointment as an independent non-executive Director for a term of three years commencing from the date of the AGM subject to the passing of the resolution for Mr. Wang's appointment at the AGM. The appointment may be terminated by either any party with three months prior written notice. According to the letter of appointment, Mr. Wang is entitled to receive a salary of HK$15,000 per month from the Company. His emoluments is determined from time to time by the Board with reference to his duties, experiences and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Wang does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Wang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Dr. Wang Jiwei (王紀偉博士) ("**Dr. Wang**"), aged 49, obtained his bachelor degree in economics from Xi'an Jiaotong University (西安交通大學) in July 1998 and completed his doctoral degree in accounting from Hong Kong University of Science and Technology in November 2003. Dr. Wang is also a Fellow of CPA Australia.

Following the completion of his doctoral degree, Dr. Wang joined Singapore Management University ("**SMU**") in July 2003 as an assistant professor of accounting and currently serves as an associate professor of accounting. Dr. Wang is also responsible as the programme director of Master of Professional Accounting programme and Master of Science in Accounting (Data & Analytics) programme at SMU. Meanwhile, Dr. Wang has been serving as an independent director of Zhejiang Qianjiang Motorcycle Co., Ltd, a company which is listed on the Shenzhen Stock Exchange (stock code: 000913.SZ), since May 2024 and an independent director of Farasis Energy (Gan Zhou) Co., Ltd., a company which is listed on the Shanghai Stock Exchange STAR Market (stock code: 688567.SS), since June 2022. Dr Wang was awarded with The Public Administration Medal (Bronze) by the President of the Republic of Singapore in 2022.

As at the Latest Practicable Date, Dr. Wang does not have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company. Dr. Wang had entered into a letter of appointment with the Company in relation to his proposed appointment as an independent non-executive Director for a term of three years commencing from the date of the AGM subject to the passing of the resolution for Dr. Wang's appointment at the AGM. The appointment may be terminated by either any party with three months prior written notice. According to the letter of appointment, Dr. Wang is entitled to receive a salary of HK$15,000 per month from the Company. His emoluments is determined from time to time by the Board with reference to his duties, experiences and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Dr. Wang does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or Controlling shareholders of the Company; and (v) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Wang that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Dr. Wang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

HONBRIDGE HOLDINGS LIMITED
洪橋集團有限公司

(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 ("**AGM**") of Honbridge Holdings Limited (the "**Company**") will be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 23 June 2025 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To review and adopt the audited financial statements together with the reports of the directors of the Company (the "**Directors**") and auditors of the Company for the year ended 31 December 2024;

2. (a) (i) To re-elect Mr. Xu Zhihao as an executive Director;

   (ii) To re-elect Mr. Xu Bing as an executive Director;

   (iii) To re-elect Mr. Chen Shengjie as an executive Director;

   (iv) To re-elect Ms. Gu Wenting as an executive Director;

   (v) To elect Mr. Huang Yongzhong as an independent non-executive Director;

   (vi) To elect Mr. Wang Baogang as an independent non-executive Director; and

   (vii) To elect Dr. Wang Jiwei as an independent non-executive Director;

   (b) To authorise the board of Directors to fix the Directors' remuneration.

3. To re-appoint BDO Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration; and

4. As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

SPECIAL BUSINESS

(A) "**THAT**:

(a) subject to sub-paragraph (c) of this resolution, and pursuant to The Rules Governing the Listing of Securities on GEM ("**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under GEM Listing Rules) out of treasury) 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 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;

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors 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 total number of issued shares of the Company (excluding treasury shares) as at the date of the passing 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 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 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)."

(B) "**THAT**:

(a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on GEM 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 is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) 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 total number of shares (including any sale or transfer of treasury Shares out of treasury) which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of this resolution) shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 4(A) set out in the notice convening this meeting."

On behalf of the Board
Honbridge Holdings Limited
Xu Zhihao
Chairman

29 May 2025

Notes:

1. For the purpose of determining shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 18 June 2025 to Monday, 23 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 17 June 2025.

2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if a member who is holder of two or more shares of the Company) to attend and on a poll vote instead of him. A proxy need not be a member of the Company. Shareholders may appoint the chairman of the AGM as his/her proxy to vote on the resolutions.

3. 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 or authority, must be deposited at the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, 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 any member from attending and voting in person at the AGM or any adjournment thereof should he/she so wishes and in such event, the proxy form previously submitted shall be deemed to be revoked.

4. In case of joint shareholdings, any one of the joint shareholders may vote at the AGM, either in person or by proxy, in respect of the joint shareholding as if he/she were solely entitled thereto, but if more than one of such joint shareholders be present at the AGM, 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.

5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme condition caused by super typhoon is in effect in Hong Kong any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.8137.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the board of Directors comprises Mr. Xu Zhihao, Mr. Xu Bing, Mr. Chen Shengjie and Ms. Gu Wenting as executive Directors; Mr. Yan Weimin as non-executive Director and Mr. Chan Chun Wai, Tony, Mr. Ma Gang and Mr. Ha Chun as independent non-executive Directors.