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
Mr. Xu Bing
Mr. Chen Shengjie
Ms. Gu Wenting

Independent non-executive Directors:
Dr. Wang Jiwei
Mr. Wang Baogang
Mr. Huang Yongzhong

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

18 September 2026

To the Shareholders

Dear Sir or Madam,

CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

References are made to (i) the Announcement dated 29 June 2026 in relation to, among other matters, the Subscription and (ii) the Supplemental Announcement. The purpose of this circular is to provide you with, among others, (i) further details of the Subscription; (ii) the letter from the Independent Board Committee; (iii) the letter from the Independent Financial Adviser; (iv) a notice convening the EGM; and (v) other information as required under the GEM Listing Rules.

2. CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

On 28 June 2026, the Company entered into the Subscription Agreement with Hong Bridge Capital, pursuant to which Hong Bridge Capital has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 2,425,755,601 Shares at the Subscription Price of HK$0.37 per Subscription Share.

The principal terms of the Subscription Agreement are set out as follows:

Date

28 June 2026

Parties

(1) the Company (as issuer); and

(2) Hong Bridge Capital (as subscriber)

Number of shares to be issued

2,425,755,601 Shares, representing:

(a) approximately 16.67% of the existing issued share capital of the Company as at the Latest Practicable Date; and

(b) approximately 14.29% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares immediately after completion of the Subscription, assuming that there will be no change in the total number of Shares in issue (other than the issue of the Subscription Shares) between the Latest Practicable Date and the date of Completion.

Subscription Price

The Subscription Price of HK$0.37 per Subscription Share represents:

(a) a discount of approximately 36.21% to the closing price of HK$0.58 per Share as quoted on the Stock Exchange on 26 June 2026, being the last full trading day of the Shares on the Stock Exchange immediately prior to the date of the Subscription Agreement (the "**Last Trading Date**");

(b) a discount of approximately 33.69% to the average closing price of HK$0.56 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Date;

(c) a discount of approximately 30.99% to the average closing price of HK$0.54 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including the Last Trading Date; and

(d) a discount of approximately 21.60% to the average closing price of HK$0.47 per Share as quoted on the Stock Exchange for the last 60 consecutive trading days up to and including the Last Trading Date.

The Subscription Price was agreed between the Company and the Subscriber with reference to the prevailing market price of the Shares, the prevailing market conditions and the business prospects of the Group (the "**Negotiation**"). Details of how these factors were taken into account in determining the Subscription Price are set out below. The Subscription was considered by the Board, with the connected Directors abstaining from voting on the relevant Board resolutions. The Independent Board Committee established in accordance with the GEM Listing Rules has reviewed the terms of the Subscription Agreement and made a recommendation to the Independent Shareholders in respect of the transaction. The Independent Financial Adviser has also reviewed the terms of the transaction and provided its independent opinion on the fairness and reasonableness of such terms, including the Subscription Price.

Prevailing Market Price of the Shares

In determining the Subscription Price of HK$0.37 per Share, the prevailing market price of the Shares served as the principal market-based benchmark for the Negotiation between the Company and the Subscriber. The parties referred to the secondary market trading prices of the Shares over different periods, including the closing price of the Shares on the Last Trading Day and the average closing prices for the five, 30 and 60 consecutive trading days up to and including the Last Trading Day, in order to reflect both short-term market sentiment and the medium-term market valuation of the Shares and to reduce the impact of price fluctuations on any single trading day.

The market prices over the above periods formed a range of reference prices, comprising HK$0.58 per Share, being the closing price on the Last Trading Day, and HK$0.56, HK$0.54 and HK$0.47 per Share, being the five-day, 30-day and 60-day average closing prices, respectively. The Subscription Price represents discounts of approximately 36.21%, 33.69%, 30.99% and 21.60% to such market prices, respectively, which formed the reference price range for the negotiations between the parties. The above average closing prices have been rounded, while the relevant discount percentages were calculated based on the unrounded average closing prices.

Based on the historical price performance of the Shares during the period from 27 June 2025 to 26 June 2026 (the "**Review Period**"), the closing price of the Shares generally exhibited a downward trend from August 2025 to April 2026 and reached the lowest closing price during the Review Period of HK$0.385 per Share on 16 April 2026 and 20 April 2026. The Subscription Price represents a discount of approximately 3.9% to such lowest closing price. The closing price of the Shares began to recover in late May 2026. The Subscription represents a strategic investment by the Subscriber and differs from ordinary short-term trading in the secondary market. In view of the liquidity of the Shares during the Review Period and the uncertainties associated with the development of the Group's business, the Subscriber required a reasonable discount to the market price to reflect the relevant investment risks borne by it.

The Company and the Subscriber used the prevailing market prices of the Shares to define the price range for their negotiations and comprehensively considered the short- and medium-term market valuations, historical price range and price trend of the Shares. Having balanced the Company's funding requirements, the interests of the existing Shareholders and the Subscriber's investment return expectations, the parties agreed, after the Negotiation, on the Subscription Price of HK$0.37 per Share. Accordingly, the prevailing market prices of the Shares provided an objective and observable market-based valuation benchmark for determining the Subscription Price and an important reference for the level of discount negotiated between the parties.

Prevailing Market Conditions

The Subscription will support the development of the Group's existing businesses, improve the Group's financial position and provide funding for its subsequent operations and working capital requirements. Having assessed its current financial position and compared the Subscription with other financing methods, including debt financing, a rights issue, an open offer and a placing, the Company considered the Subscription to be a more appropriate financing method under the prevailing circumstances, as it would enable the Company to complete the fundraising more efficiently without increasing the Group's interest burden.

Debt financing may have the following disadvantages:

(i) it would increase the Group's finance costs and gearing ratio, thereby placing further pressure on the Group's financial position;

(ii) it would generally require assets or equity interests to be provided as security, which might restrict the Group's flexibility in deploying its assets and conducting its operations; and

(iii) given the quality and scarcity of the target mine and the relatively tight transaction timetable, the due diligence and negotiation of loan terms required for debt financing would generally take considerable time. In particular, as the target mine is located in South Africa, the due diligence on the cross-border business and negotiation of loan terms might not be completed within the timetable for the Acquisition.

Other equity financing methods, including a rights issue, an open offer and a placing, may have the following disadvantages:

(i) given the substantial amount of funds to be raised, the existing Shareholders might not be able to arrange sufficient funds within a relatively short period to subscribe in full, which could affect the Company's ability to raise the full amount required to complete the Acquisition;

(ii) such fundraising exercises would generally involve multiple rounds of negotiations with underwriters and professional advisers and require a longer execution period, which might not align with the closing timetable for the Acquisition; and

(iii) such fundraising methods might involve additional fundraising costs, including placing commissions, underwriting fees and professional advisory fees.

In addition, the prevailing capital market was volatile, the average daily trading volume of the Shares was low, and the Group's recent operating performance was relatively weak, thereby limiting its attractiveness to market investors. Investor demand and the successful completion of such equity financing would therefore be subject to considerable uncertainty.

In view of the above, the financing channels available to the Company were limited, which constrained the Company's bargaining position in negotiating the Subscription Price and exerted downward pressure on the Subscription Price.

Relatively Low Secondary Market Liquidity of the Shares

Trading in the Shares on GEM was inactive during the Review Period. Of the 245 trading days during the Review Period, there were only 22 trading days on which the trading volume of the Shares exceeded 0.05% of the total number of issued Shares as at the Latest Practicable Date.

During the Review Period, the average daily trading volume of the Shares on GEM was approximately 3,433,506 Shares, representing approximately 0.024% of the total number of issued Shares as at 26 June 2026. On a monthly basis, the average daily trading volume of the Shares fluctuated significantly. The average daily trading volume was approximately 610,000 Shares in December 2025, representing approximately 0.0042% of the total number of issued Shares, and approximately 11,929,842 Shares in June 2026, representing approximately 0.0820% of the total number of issued Shares. The overall trading volume of the Shares remained relatively low.

The relatively low liquidity of the Shares means that the Subscriber may face greater difficulty in disposing of the Shares held by it in the future and increases the liquidity risk associated with holding the Shares. Accordingly, the Subscriber required a larger discount to the market price to reflect such liquidity risk, which exerted downward pressure on the Subscription Price.

Recent Operating Performance of the Group

For the years ended 31 December 2025 and 2024, the Company recorded losses from continuing operations attributable to equity holders of the Company of approximately HK$46.6 million and HK$400.9 million, respectively. The Group's recent operating performance also increased the investment risks borne by the Subscriber and exerted downward pressure on the Subscription Price.

Business Prospects of the Group

Hong Bridge Capital, the Subscriber, is ultimately controlled by Mr. Li. Mr. Li is a controlling Shareholder of the Company and the founder and chairman of Zhejiang Geely Holding Group, a Fortune Global 500 company. Mr. Li has extensive investment and management experience in the automobile manufacturing industry in the PRC and was named by *China Automotive News* as one of the "50 Influential Figures in China's Automotive Industry over the Past 50 Years".

Mr. Li subscribed for convertible bonds issued by the Company through Zhejiang Geely Holding Group as early as 2013, became a substantial Shareholder in 2017 and a controlling Shareholder in 2023, and further subscribed for Shares through Hong Bridge Capital in 2025, thereby continuing to support the development of the Company. The further Subscription reflects his recognition of the Acquisition, the Company's efforts to

capture opportunities arising from the structural supply shortage in the global copper market and its expansion into overseas mining operations, as well as his confidence in the Group's medium- to long-term business prospects.

As an industry-based strategic investor rather than a financial investor solely seeking short-term trading gains, the Subscriber also took into account the Group's long-term business development, instead of focusing only on short-term investment returns, when negotiating the Subscription Price. In addition, its industry resources are expected to support the development of the Group's mining business. Based on its assessment of the long-term growth potential of the copper resources business, the Subscriber was willing to accept the Subscription Price of HK$0.37 per Share determined after the Negotiation. This factor moderated the extent of the discount and struck a balance among the Company's funding requirements, the interests of the existing Shareholders and the Subscriber's investment return expectations, thereby facilitating the parties' agreement on the Subscription Price.

Specific Mandate

The Subscription Shares shall be free from all encumbrances with effect from the date of completion of the Subscription and shall carry all rights and interests attached thereto (including all dividends and distributions declared, made or paid on or after the date of completion of the Subscription). The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares. There is no restriction which applies to the subsequent sale of the Subscription Shares.

Use of Proceeds

The gross proceeds from the Subscription, being the total consideration for the Subscription, will be approximately HK$897.5 million. The estimated net proceeds from the Subscription, after deduction of the relevant legal and advisory costs, will be approximately HK$895.0 million. The aggregate nominal value of the Subscription Shares will be HK$2,425,756.

The Company intends to apply the net proceeds as follows:

(i) approximately HK$403.1 million towards payment of part of the consideration for the Acquisition. As disclosed in the Acquisition Announcement, on 28 June 2026, the Company entered into the Share Purchase Agreement with certain independent third parties, pursuant to which the Company conditionally agreed to acquire a 73% equity interest in Bona Global Limited, which indirectly holds a mining right in respect of a copper mine in South Africa. As further disclosed in the Acquisition Supplemental Announcement, the Share Purchase Agreement was subsequently amended and supplemented by a supplemental agreement dated 2 September 2026;

(ii) Approximately HK$317.5 million towards the Original Intended Uses (as defined below) in their respective amounts as at 30 June 2026;

(iii) approximately HK$149.4 million for the operation and development of, and investment in, the copper mining project relating to the Acquisition; and

(iv) the remaining approximately HK$25.0 million for the general working capital of the Group.

Accordingly, the total consideration for the Acquisition of approximately HK$720.6 million will be funded by approximately HK$317.5 million of the 2024 Net Proceeds (as defined below) and approximately HK$403.1 million of the net proceeds from the Subscription.

The 2024 Subscription

Reference is made to (i) the circular of the Company dated 22 November 2024 in relation to the subscription of new Shares under specific mandate (the "**2024 Subscription**"); and (ii) the Supplemental Announcement.

The net proceeds from the 2024 Subscription amounted to approximately HK$375.0 million (the "**2024 Net Proceeds**"). As disclosed in the Supplemental Announcement, as at 30 June 2026, approximately HK$317.5 million of the 2024 Net Proceeds remained unutilised, comprising:

(i) approximately HK$173.9 million for the development of the iron ore project in Brazil;

(ii) approximately HK$99.3 million for investment in mineral-related projects;

(iii) approximately HK$25.0 million for the working capital of Zhejiang Forever New Energy Company Limited; and

(iv) approximately HK$19.3 million for the working capital of the headquarters of the Group in Hong Kong,

which are collectively referred to as the "Original Intended Uses".

The Subscriber is required to complete certain approval procedures in the PRC in connection with its funding arrangements for the Subscription. Given the uncertainty as to the timing of such external approvals and following a prudent assessment by the management of the Subscriber, the Subscription is currently expected to be completed in or around December 2026.

Accordingly, based on the current timetable of the Company, prior to completion of the Subscription, consideration payments aggregating approximately HK$324.0 million have fallen or are expected to fall due (the "**Relevant Consideration Payments**"). There is therefore a timing mismatch between the Relevant Consideration Payments and the availability of the net proceeds from the Subscription.

To address the funding requirement arising from the timing mismatch in respect of the Relevant Consideration Payments, the Board has resolved to apply the entire amount of approximately HK$317.5 million of the 2024 Net Proceeds that remained unutilised as at 30 June 2026 towards part of the Relevant Consideration Payments (the "**Change**"). The application of such unutilised 2024 Net Proceeds towards the Relevant Consideration Payments constitutes a change in use of the 2024 Net Proceeds.

Upon completion of the Subscription, the Company intends to apply approximately HK$317.5 million of the net proceeds from the Subscription towards the Original Intended Uses in their respective amounts as at 30 June 2026.

Further details of the Change, the Original Intended Uses and the reasons for and benefits of the Change are set out in the Supplemental Announcement.

Accordingly, given that (i) part of the consideration for the Acquisition must be paid before completion of the Subscription; and (ii) approximately HK$317.5 million of the net proceeds from the Subscription will be required to fund the Original Intended Uses following the application of the corresponding 2024 Net Proceeds towards the Acquisition, the Company has a clear and imminent funding need.

Expected Utilisation Timeline

The Company intends to apply the estimated net proceeds from the Subscription as follows:

Proposed use	**Approximate amount** *(HK$ million)*	**Expected utilisation timeline**
Payment of part of the consideration for the Acquisition	403.1	To be applied in accordance with the payment and closing schedule under the Share Purchase Agreement
Original Intended Uses in their respective amounts as at 30 June 2026, comprising: (i) approximately HK$173.9 million for the development of the iron ore project in Brazil; (ii) approximately HK$99.3 million for investment in mineral-related projects; (iii) approximately HK$25.0 million for the working capital of Zhejiang Forever New Energy Company Limited; and (iv) approximately HK$19.3 million for the working capital of the headquarters of the Group in Hong Kong	317.5	To be applied towards the Original Intended Uses upon completion of the Subscription and thereafter utilised for the respective purposes as and when required
Operation and development of, and investment in, the South African copper mining project following completion of the Acquisition	149.4	Expected to be utilised during 2027 and 2028
General working capital of the Group	25.0	Expected to be utilised during 2027 and 2028
Total	**895.0**	**—**

Conditions Precedent of the Subscription

Completion of the Subscription is conditional upon the fulfilment or waiver (if capable of being waived) of the following conditions precedent:

(i) the Company having complied with the requirements of the Stock Exchange and the GEM Listing Rules, including but not limited to obtaining the approval granted by the listing committee of the Stock Exchange (whether unconditionally or under customary conditions) of the listing of, and permission to deal in, the Subscription Shares, and such approval has not been revoked prior to the completion of the Subscription;

(ii) passing resolutions at the EGM by the Shareholders to approve: (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the Specific Mandate to allot and issue the Subscription Shares to the Subscriber;

(iii) as at the date of the Subscription Agreement and at the time of completion of the Subscription, the Company's representations, warranties and undertakings remaining true and accurate in all material respects and being not misleading in any material respect;

(iv) as at the date of the Subscription Agreement and at the time of completion of the Subscription, the Subscriber's representations, warranties and undertakings remaining true and accurate in all material respects and being not misleading in any material respect;

(v) the Company and the Subscriber having performed in all material respects all covenants and agreements required to be performed under the Subscription Agreement on or before completion of the Subscription;

(vi) there are no laws, regulations or decrees implemented or promulgated by regulatory authorities prohibiting the Subscription, nor are any orders or injunctions issued by courts of competent jurisdiction prohibiting or preventing the Subscription;

(vii) having complied with any other requirements imposed by the Stock Exchange in relation to the Subscription Agreement and the transactions contemplated hereunder (including the Subscription), and the allotment and issue of the Subscription Shares (whether under the GEM Listing Rules or other provisions under other rules);

(viii) having obtained all licenses, consents, approvals, authorizations, exemptions, orders or notices (if required) issued by the PRC government or regulatory authorities that are necessary for the transactions contemplated hereunder; and

(ix) all necessary consents, approvals, authorizations, waivers and/or necessary notices in respect of the transactions contemplated under the Subscription Agreement have been obtained by the relevant parties in accordance with applicable laws and regulations, the requirements of the listing rules and their respective articles of association, including but not limited to approvals from government authorities (if applicable), the approval or confirmation of no further comment from the Stock Exchange on the relevant announcement(s) and/or circular(s), and the approval and/or authorization from the board of directors or the shareholders' general meeting, and such consents, approvals, authorizations, waivers and necessary notices remain valid and effective, and have not been cancelled, suspended, revoked, withdrawn or rescinded.

The Subscriber has the right to waive condition (iii), and the Company has the right to waive condition (iv). Except for the above, neither the Company nor the Subscriber (as the case may be) may waive the above conditions. If the above conditions are not fulfilled and/or waived (if capable of being waived) on or before 5:00 p.m. on 30 June 2027 (or any other time as agreed by the parties thereto in writing) (but not due to default by the Company and/or the Subscriber), the Subscription Agreement will end and terminate, and none of the parties to the Subscription Agreement shall have any obligations or liabilities under the Subscription Agreement to the other party except for the breach of terms of the Subscription Agreement that has already occurred.

Completion

The completion of the Subscription will take place at 10:00 a.m. on the date thereof (which shall fall within three (3) months after all the conditions precedent have been fulfilled and/or waived (as the case may be) (or any other time as agreed by the parties thereto in writing)).

The total consideration for the Subscription Shares under the Subscription Agreement shall be paid via cashier's order in HK$ or wire transfer to such bank account as designated by the Company.

Application for listing

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

Effect on shareholding structure

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Subscription (assuming that there will be no change to the issued Shares of the Company from the Latest Practicable Date to the completion date of the Subscription, save for the allotment and issue of the Subscription Shares).

Shareholder	**As at the Latest Practicable Date**		**Immediately after the Subscription**[3]	
	Number of Shares	*Approximately % of total issued Shares*	*Number of Shares*	*Approximately % of total issued Shares*
Mr. Li Shufu and his associates [1]	9,853,438,675	67.70%	12,279,194,276	72.31%
Mr. Xu Zhihao [2]	422,000,000	2.90%	422,000,000	2.49%
Public Shareholders	4,279,094,931	29.40%	4,279,094,931	25.20%
Total	14,554,533,606	100%	16,980,289,207	100%

Note 1: As at the Latest Practicable Date, Mr. Li Shufu (i) directly held 103,064,000 Shares; (ii) indirectly through controlled entities, namely Hong Bridge Capital Limited, Geely International Technology Limited and Geely International (Hong Kong) Limited, held 9,700,374,675 Shares; (iii) was deemed to be interested in 50,000,000 Shares held by his spouse pursuant to the SFO.

Note 2: Mr. Xu Zhihao is an executive Director.

Note 3: Assuming that there will be no change to the issued Shares of the Company from the Latest Practicable Date to the date of Completion, save for the allotment and issue of the Subscription Shares.

Note 4: Certain figures and percentage figures included in the above table have been subject to rounding adjustments.

Equity fund raising activities in the past twelve months

During the past 12 months immediately before the Latest Practicable Date, the Company has not conducted any equity fund raising activities.

Information on the parties

Information on the Group

As at the Latest Practicable Date, the Group was principally engaged in (i) research & development and production of lithium ion power batteries for new energy vehicles; and (ii) investment in the field of resources and resources exploration and trading and exploitation.

Information on the Subscriber

Hong Bridge Capital is a company incorporated in the British Virgin Islands with limited liability and is an investment holding company. As at the Latest Practicable Date, it held approximately 53.93% of the total issued Shares of the Company and was ultimately controlled by Mr. Li, one of the controlling shareholders of the Company.

Reasons for and benefits of the Subscription

The Subscription serves as the primary source of funding for the Acquisition while conserving the Group's internal cash reserves. Compared with other fundraising methods, the Subscription positions the Company more favorably for the Group's long-term development, as it entails no interest burden, involves minimal cost, does not increase liabilities or gearing, and enables the transaction to be completed more efficiently and cost-effectively without protracted negotiations with financial institutions or extensive documentation. In addition, the Subscription demonstrates the controlling shareholders' confidence and support in the Group's business, as reflected by the Subscriber's increased shareholding in the Company.

In view of the above and taking into account that the Subscription Price was arrived at after the Negotiation, the Company considers that the Subscription is in the interests of the Company and the Shareholders as a whole and the terms of the Subscription Agreement (including the Subscription Price) are fair and reasonable.

GEM Listing Rules implications

As at the Latest Practicable Date, the Subscriber held approximately 53.93% of the total issued Shares of the Company and was a controlling shareholder and a substantial shareholder of the Company. Accordingly, the Subscriber is a connected person of the Company under Chapter 20 of the GEM Listing Rules and the transaction contemplated under the Subscription Agreement shall constitute a connected transaction of the Company under Chapter 20 of the GEM Listing Rules and shall be subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Subscriber is an indirect subsidiary of Geely Technology Group. All executive Directors, namely Mr. Xu Zhihao, Mr. Xu Bing, Mr. Chen Shengjie and Ms. Gu Wenting, are members of the senior management of Geely Technology Group and are therefore considered to have a material interest in the Subscription. In view of their positions, they are considered to have a material interest in the Subscription and accordingly abstained from voting on the resolutions of the Board approving the Subscription Agreement, the Subscription and the transactions contemplated thereunder, including the grant of the Specific Mandate.

As at the Latest Practicable Date, the Subscriber was ultimately controlled by Mr. Li through Geely Technology Group. Accordingly, Mr. Li and his associates are considered to have a material interest in the Subscription. Mr. Xu Zhihao, as the chief executive officer of Geely Technology Group, is also considered to have a material interest in the Subscription. Mr. Li and his associates, together with Mr. Xu Zhihao, are therefore required to abstain from voting on the relevant resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other Shareholder has a material interest in the Subscription Agreement, the Subscription or the transactions contemplated thereunder and, accordingly, no other Shareholder is required to abstain from voting on the relevant resolutions at the EGM under the GEM Listing Rules.

3. INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

In compliance with the GEM Listing Rules, the Independent Board Committee comprising all the independent non-executive Directors, namely Dr. Wang Jiwei, Mr. Wang Baogang and Mr. Huang Yongzhong, has been established by the Company to consider the terms of the Subscription Agreement and to advise the Independent Shareholders as to whether it and the transactions contemplated thereunder (including the grant of the Specific Mandate) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole and to give its recommendation as to the voting in respect of the resolutions to be proposed at the EGM.

The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders regarding the terms of the Subscription Agreement and the transactions contemplated thereunder.

The text of the letter from the Independent Board Committee is set out on pages 24 to 25 of this circular, and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 26 to 48 of this circular.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that notwithstanding that the entering into of the Subscription Agreement and the transactions contemplated thereunder (including the grant of

the Specific Mandate) are not in the ordinary and usual course of business of the Company, the terms of the Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders vote in favour of the relevant ordinary resolutions which will be proposed at the EGM.

4. EGM

A notice convening the EGM to be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 9 October 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, relevant ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve, among others, the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate).

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM 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 EGM 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 EGM, his/her 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 EGM, the register of members of the Company will be closed from Tuesday, 6 October 2026 to Friday, 9 October 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date to attend and vote at the EGM will be Friday, 9 October 2026.

In order to be eligible to attend and vote at the EGM, 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 Monday, 5 October 2026.

6. RECOMMENDATION

You are advised to read carefully the letter from the Independent Board Committee in this circular. The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, the text of which is set out on pages 26 to 48 of this circular,

considers that the terms of the Subscription Agreement are on normal commercial terms or better, are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Independent Shareholders and the Company as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the transactions contemplated thereunder.

The Board (including the members of the Independent Board Committee) considers that the terms of the Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders (including the Independent Shareholders) as a whole. Accordingly, the Board recommends that the Independent Shareholders vote in favour of the relevant ordinary resolutions approving the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) which will be proposed at the EGM.

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 where 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 EGM will therefore put each of the resolutions to be proposed at the EGM to be voted by way of a poll pursuant to Article 80 of the Articles of Association.

Pursuant to Article 85 of 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 EGM in accordance with Rule 17.47(5) of the GEM Listing Rules.

Abstention from voting

The Subscriber is an indirect subsidiary of Geely Technology Group, which is ultimately controlled by Mr. Li. Mr. Xu Zhihao is the chief executive officer of Geely Technology Group and an executive Director of the Company. In view of the above relationships, the Company considers that Mr. Xu Zhihao has a material interest in the Subscription. As at the Latest Practicable Date, Mr. Xu Zhihao beneficially held 422,000,000 Shares, representing approximately 2.90% of the total number of issued Shares. Accordingly, Mr. Xu Zhihao is required to, and will, abstain from voting on the resolutions relating to the Subscription Agreement, the Subscription and the transactions contemplated thereunder, including the grant of the Specific Mandate, at the EGM.

As the Subscriber is ultimately controlled by Mr. Li, Mr. Li and his associates are also considered to have a material interest in the Subscription and are required to abstain from voting on the relevant resolutions at the EGM. As at the Latest Practicable Date, Mr. Li and his associates collectively held 9,853,438,675 Shares, representing approximately 67.70% of the total number of issued Shares, comprising (i) 103,064,000 Shares held by Mr. Li; (ii) 50,000,000 Shares held by Ms. Wang Li, the spouse of Mr. Li; (iii) 7,849,699,000 Shares held by Hong Bridge Capital Limited; (iv) 1,600,000,000 Shares held by Geely International Technology Limited; and (v) 250,675,675 Shares held by Geely International (Hong Kong) Limited.

Accordingly, Mr. Xu Zhihao, Mr. Li and the above associates of Mr. Li, which collectively held 10,275,438,675 Shares, representing approximately 70.60% of the total number of issued Shares as at the Latest Practicable Date, will abstain from voting on the relevant resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other Shareholder has a material interest in the Subscription Agreement, the Subscription or the transactions contemplated thereunder and, accordingly, no other Shareholder is required to abstain from voting on the relevant resolutions at the EGM under the GEM Listing Rules.

As at the Latest Practicable Date, the number of Shares held by each Shareholder referred to above who is required to abstain from voting on the resolutions relating to the Subscription at the EGM, and the approximate percentage of the total number of issued Shares represented by such shareholding, were as follows:

Name of Shareholder	**Number of Shares held**	**Approximate percentage of the total number of issued Shares**
Mr. Li	103,064,000	0.71%
Ms. Wang Li, spouse of Mr. Li	50,000,000	0.34%
Hong Bridge Capital	7,849,699,000	53.93%
Geely International Technology Limited	1,600,000,000	10.99%
Geely International (Hong Kong) Limited	250,675,675	1.72%
Mr. Xu Zhihao	422,000,000	2.90%
Total	**10,275,438,675**	**70.60%**

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Honbridge Holdings Limited

Xu Zhihao
Chairman