

**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,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Friday, 24 May 2024 at 10:00 a.m. is set out on pages 16 to 20 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.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://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](http://www.8137.hk).

17 April 2024

## **CHARACTERISTICS OF GEM**

**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.**



## DEFINITIONS

*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 Friday, 24 May 2024 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
“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
“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 up to 20% of the total number of issued Shares on the date of the passing of the relevant ordinary resolution

## DEFINITIONS

“Latest Practicable Date”	11 April 2024, 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 61.61% 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 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

\* *The English translation of the Chinese name is for identification purposes only and should not be regarded as the official English translation of such name.*

LETTER FROM THE BOARD



**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. He Xuechu (*Chairman*)

Mr. Liu Wei, William (*Chief Executive Officer*)

Mr. Dai Qing

*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

17 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

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

## LETTER FROM THE BOARD

### 2. ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 2 June 2023 a general mandate was granted to the Directors: (i) to exercise the powers of the Company to allot and issue securities of the Company up to 20% of the total number of issued 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 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

At the AGM, ordinary resolutions will also be proposed to re-elect Mr. Dai Qing (“**Mr. Dai**”), Mr. Yan Weimin (“**Mr. Yan**”), Mr. Chan Chun Wai, Tony (“**Mr. Chan**”) and Mr. Ha Chun (“**Mr. Ha**”) in accordance with the Articles of Association.

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

## LETTER FROM THE BOARD

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.

Mr. Chan was appointed on 16 October 2007 and has served the Company as an independent non-executive Director for more than nine years as at the Latest Practicable Date. Pursuant to code provision B.2.3 of Appendix C1 of the GEM Listing Rules, any further appointment of an independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by Shareholders.

Recommendations to the Board for the proposed re-election of Mr. Chan as an independent non-executive Director was made by the Nomination Committee (excluding Mr. Chan who has abstained from voting from the relevant resolution), after having reviewed his suitability according to the assessment criteria as set out in the nomination policy. In addition, during the years of service with the Company, Mr. Chan has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. The Nomination Committee considers that Mr. Chan has the character, integrity, ability and experience to continue to fulfil his role as required effectively. There is no evidence that his over nine years of service with the Company would have any impact on his independence which, on the contrary, is an asset to the Company. Mr. Chan 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 guideline. Based on the assessment of all these relevant factors, the Nomination Committee considered that Mr. Chan's length of tenure with the Company would not affect his independence.

The Board, taking into account the above factors, as well as Mr. Chan's individual attributes enhancing the Board's diversity and optimal composition (details as set out in his respective biography in Appendix II hereto), is satisfied with his independence and believes that his re-election is in the best interests of the Company and the Shareholders. The Board accepted the recommendations from the Nomination Committee and recommends to the Shareholders the proposed re-election of Mr. Chan as an independent non-executive Director at the AGM.

To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of the Shareholders.

#### **4. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 16 to 20 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 and the re-election of Directors.



## **LETTER FROM THE BOARD**

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 Tuesday, 21 May 2024 to Friday, 24 May 2024, 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 Monday, 20 May 2024.

### **6. RECOMMENDATION**

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

## LETTER FROM THE BOARD

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**  
**He Xuechu**  
*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 9,854,533,606.

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 985,453,360 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 page 18 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.

## **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 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the 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.

#### 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 6,071,568,675 Shares, representing approximately 61.61% of the issued share capital of the Company. This comprises Shares held by Mr. Li, Ms. Wang Li (Mr. Li's spouse), Geely Group Limited, Hong Bridge Capital Limited and Geely International (Hong Kong) Limited who/which are holding 103,064,000 Shares, 50,000,000 Shares, 2,829,000 Shares, 4,065,000,000 Shares and 1,850,675,675 Shares, respectively, representing approximately 1.04%, 0.51%, 0.03%, 41.25% and 18.78% of the total issued share capital of the Company, respectively. 浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Co. Ltd\*) ("**Zhejiang Geely**") indirectly holds 18.78% of the total issued shares of the Company through Geely International (Hong Kong) Limited and Mr. Li holds 91.08% equity interest in Zhejiang Geely and 100% equity interest

of Geely Group Limited (which is the controlling shareholder holding 68.86% equity interest of Hong Bridge Capital Limited). 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 together would be increased to an aggregate of approximately 68.46% of the total number of Shares, however, the shareholding of Hong Bridge Capital Limited, individually, would be increased to approximately 45.83% of the total number of Shares.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, except for Hong Bridge Capital Limited above, 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 3,662,563,742 Shares and 2,677,110,381 Shares, respectively, representing approximately 37.17% and 30.18% 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.860	0.710
May	0.770	0.510
June	0.570	0.450
July	0.510	0.340
August	0.495	0.315
September	0.465	0.350
October	0.385	0.335
November	0.475	0.365
December	0.410	0.335
<b>2024</b>		
January	0.390	0.285
February	0.320	0.265
March	0.300	0.250
April (up to and including the Latest Practicable Date)	0.290	0.250

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

**Mr. Dai Qing (戴慶先生)**, aged 40, was appointed as an executive Director of the Company on 28 March 2024. Mr. Dai has over 20 years of experience in the automotive industry and related businesses. He joined Zhejiang Geely Holding Group Company Limited\* (浙江吉利控股集團有限公司) (“**Geely Holding Group**”) (a company incorporated in the People’s Republic of China and is ultimately owned by Mr. Li, the controlling shareholder of the Company, and his associate) in 2000 and currently serves as a Senior Vice President and Chief Operating Officer of Geely Holding Group. Geely Holding Group is the ultimate holding company of Geely Automobile Holdings Limited, the shares of which are listed on the Stock Exchange with stock code: 175, where Mr. Dai has served as a member of its senior management. Mr. Dai has served as finance head of subsidiary, director of group financial management department, general manager of group financial management center, deputy chief financial officer of group and the senior director of the group operation management of Geely Holding Group and Senior Vice President and Chief Financial Officer of Geely Automobile Group Company Limited\* (吉利汽車集團有限公司).

Since 2022, Mr. Dai has been a non-independent director of Lifan Technology (Group) Co. Ltd.\* (力帆科技(集團)股份有限公司), the shares of which are listed on the Shanghai Stock Exchange with stock code: 601777.

Mr. Dai graduated from Huaibei Finance School of Anhui Province in 2000 and graduated from the China Central Radio and Television University in 2007 with a Bachelor’s Degree in Accounting. Mr. Dai graduated from The Chinese University of Hong Kong in 2022 with a Degree of Master of Professional Accountancy. He is also a senior economist.

Mr. Dai 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 28 March 2024 and may be terminated by either any party with three-month prior written notice. He is subject to retirement by rotation and re-election at the Company’s subsequent annual general meetings. According to the service agreement, Mr. Dai 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. Dai from time to time with reference to his experience and responsibilities with the Company and the prevailing market condition.

Save as disclosed above, Mr. Dai 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 of the Company within the meaning of Part XV of the SFO.

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

**Mr. Yan Weimin** (燕衛民先生), aged 56, graduated from Central South University in 1989 majoring in automation. He also holds an EMBA degree of United Business Institutes (UBI) in Belgium. Mr. Yan has over 20 years' experience in the trading of mineral products. He has served in Shanghai Guohong Trading Co. Ltd. as the general manager and Shanghai Yingyue International Group Co. Ltd as the chairman. Mr. Yan is responsible as the Group's contact person for Mainland China's steel conglomerates, mining corporations, and port and mining construction enterprises. Mr. Yan was a non-executive director of Xi'an Haitian Antenna Technologies Co., Ltd. (formerly known as "Xi'an Haitiantian Holdings Co., Ltd.", "Xi'an Haitian Antenna Holdings Co., Ltd." and "Xi'an Haitian Antenna Technologies Co., Ltd"), the shares of which are listed on the Hong Kong Stock Exchange, from June 2016 to June 2022.

Mr. Yan is not appointed for a specific term but he is subject to retirement by rotation and re-election in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Yan holds 30,000,000 Shares of the Company. There will not be any monthly director fee which is determined by reference to his duties and responsibility within the Company.

Save as disclosed above, Mr. Yan 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 of the Company within the meaning of Part XV of the SFO.

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



**Mr. Chan Chun Wai, Tony** (陳振偉先生), aged 52, was appointed as an independent non-executive Director on 16 October 2007. He is also the chairman of audit committee and nomination committee and member of remuneration committee of the Company. He is a Certified Public Accountant and owns a CPA practice. He has extensive experience in audit assurance and business advisory services in both Hong Kong and the PRC. Moreover, Mr. Chan has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisitions as well as corporate finance. He holds a Master degree in Business Administration from the Manchester Business School. Mr. Chan was the independent non-executive director of Wai Chun Bio-Technology Limited (formerly known as “Wai Chun Mining Industry Group Company Limited” and “Nority International Group Limited”) from 25 May 2007 to 6 November 2020 and the Wai Chun Group Holdings Limited (formerly known as “Wai Chun Group Limited”) from 17 December 2019 to 6 November 2020, he is now the independent non-executive director of Hans Energy Company Limited.

Mr. Chan, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 5.09 of the GEM Listing Rules in assessing his independence. As at the Latest Practicable Date, Mr. Chan holds 1,000,000 Shares of the Company. He is appointed for specific term of two years and is subject to retirement by rotation at least once every three years pursuant to the Articles of Association of the Company. Mr. Chan is entitled to a monthly director’s fee of HK\$20,900, which was determined with reference to his experience and responsibilities with the Company and the prevailing market condition and subject to annual review.

Save as disclosed above, Mr. Chan 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 of the Company within the meaning of Part XV of the SFO.

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

**Mr. Ha Chun** (夏峻先生), aged 54, graduated from the University of Hong Kong in 1994 with a bachelor degree in law and was admitted as the solicitor of the High Court of the Hong Kong Special Administrative Region, the Guangdong-Hong Kong-Macao Greater Bay Area and the Supreme Court of England and Wales. He has extensive experience in corporate finance, cross-border merger and acquisitions as well as general commercial transactions. Mr. Ha is one of the founding partners of Messrs. Ha and Ho Solicitors and also the China-Appointed Attesting Officer. Mr. Ha is the chairman of the remuneration committee of the Company and a member of each of the nomination committee and the audit committee of the Company.

Mr. Ha was appointed by way of service contract with a term of 2 years and he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ha is entitled to a monthly director's fee of HK\$20,900, which is determined by reference to his duties and responsibility within the Company. Mr. Ha did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ha 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. Ha that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ha that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



### 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 Friday, 24 May 2024 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 2023;
2. (a) (i) To re-elect Mr. Dai Qing as an executive Director;  
(ii) To re-elect Mr. Yan Weimin as a non-executive Director;  
(iii) To re-elect Mr. Chan Chun Wai, Tony as an independent non-executive Director;  
(iv) To re-elect Mr. Ha Chun 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

## NOTICE OF ANNUAL GENERAL MEETING

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 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 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 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.”

## NOTICE OF ANNUAL GENERAL 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 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 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**  
**He Xuechu**  
*Chairman*

17 April 2024

*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 Tuesday, 21 May 2024 to Friday, 24 May 2024, 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 Monday, 20 May 2024.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company. 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.
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](http://www.8137.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

## NOTICE OF ANNUAL GENERAL MEETING

*As at the date of this notice, the board of Directors comprises Mr. He Xuechu, Mr. Liu Wei, William and Mr. Dai Qing 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.*