



Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Fulbond Holdings Limited (the “Company”) will be held at Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 16 October 2009 at 11:00 a.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “THAT

- (a) the creation and issue by the Company of a non-interest bearing convertible redeemable notes (“**Convertible Notes**”) in the maximum aggregate principal sum of HK\$800,000,000 due on the date falling on the expiry of three years from the date on which the Convertible Notes is first issued, convertible into new shares in the capital of the Company on and subject to the terms and conditions (“**CN Conditions**”) contained in the placing agreement dated 6 August 2009 (as supplemented and amended by a side letter made between the Company and the placing agent on 24 September 2009) (“**Placing Agreement**”) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) between the Company and the placing agent, Kingston Securities Limited (as may be amended from time to time) in respect of, inter alia, the placing of the Convertible Notes be and is hereby generally and unconditionally approved in all respects;
- (b) the Placing Agreement and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors of the Company be and are hereby generally and specifically authorized to issue the Convertible Notes on and subject to the terms of the Placing Agreement (as may be amended from time to time) and the CN Conditions;
- (c) the directors of the Company be and are hereby generally and specifically authorized to issue Convertible Notes approved to be issued under paragraph (a) of this resolution up to the maximum aggregate principal sum of HK\$450,000,000 (“**First Tranche Convertible Notes**”) and to allot and issue such number of new shares (“**Specific Mandate**”) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the First Tranche

Convertible Notes on and subject to the terms and conditions of the Placing Agreement (as may be amended from time to time) and the CN Conditions. The Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company in the annual general meeting of the Company held on 25 June 2009 or such other general or specific mandate(s) that may have been granted to the directors of the Company prior to the passing of this resolution;

- (d) any one director of the Company be and is hereby authorized to sign, seal, execute, perfect, deliver all such documents and to do all such things and acts (including but not limited to the extension of the long stop date for satisfaction of the condition precedent for completion of placing of the relevant Convertible Notes) as he may in his discretion consider necessary, expedient or desirable to effect (i) the transactions contemplated under the Placing Agreement (as may be amended from time to time) and the issue of the Convertible Notes and/or (ii) the amendment, variation or modification of the Placing Agreement (as may be amended from time to time) (including any amendment, variation or modification of the CN Conditions) upon such terms and conditions as the board of directors of the Company may think fit; and

- (e) in the event that completion of the issue of the First Tranche Convertible Notes has not taken place in full by a date falling on the expiry of 3 calendar months after the passing of this resolution (the “Expiry Date”), the authorization and approval granted under this resolution shall be revoked and shall expire by the end of the Expiry Date provided that nothing shall affect the Placing Agreement, the Specific Mandate and the transactions contemplated hereunder that has taken place on or before the Expiry Date (including but not limited to the issue of the First Tranche Convertible Notes under partial completion) and the transactions contemplated to take place after the Expiry Date as a result thereof (including but not limited to the allotment and issue of the new shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the First Tranche Convertible Notes in issue on the Expiry Date), and the authorization and approval granted under this resolution in respect thereof shall remain valid and shall be in full force and effect in all respects accordingly.”

By Order of the Board
Fulbond Holdings Limited
Zhang Xi
Chairman

Hong Kong, 28 September 2009

Head Office and principal place of business in Hong Kong:

Unit 2807, 28/F.,
The Center
99 Queen's Road Central
Central
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the notice of SGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the SGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the SGM in person should you so wish.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Zhang Xi, Mr. Cheng Wyman Paul, Ms. Catherine Chen, Mr. Yeung Kwok Yu and Mr. Lee Sun Man; and four independent non-executive Directors, namely Mr. Hong Po Kui, Martin, Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying.