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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 Plaza 1 and 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 June 2011 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 resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the acquisition agreement dated 13 January 2011 (as supplemented and amended by a supplemental agreement made between the same parties on 23 May 2011) (“**Agreement**”, a copy of which has been produced to the meeting marked “A1” and signed by the chairman of the meeting for the purpose of identification) entered into between Hefu Limited as vendor (“**Vendor**”), Mr. Yeung Tsoi San, Mr. Lau Yung and Mr. Fei Phillip collectively as Vendor’s guarantors and Fulbond Investments Limited, a wholly-owned subsidiary of the Company, as purchaser (“**Purchaser**”) in relation to the sale and purchase of (i) 50,000 shares of US\$1.00 each in the share capital of Lithium Energy Group Ltd. and (ii) the shareholder’s loan due and owing to the Vendor by Lithium Energy Group Ltd. as at the date of completion of the Agreement upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, up to an aggregate of 2,523,809,521 shares (following the completion of the Capital Reorganisation (as defined in resolution numbered 5 as set out in the notice convening this meeting))(the “**Consideration Share(s)**”) of US\$0.001 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.21 per Consideration Share, the allotment and issue of Consideration Shares (“**Consideration Shares Specific Mandate**”) to the Vendor being part of the consideration under the Agreement be and is hereby approved and the Consideration Shares 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 8 June 2010 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;

- (c) the loan agreement dated 23 May, 2011 (“**Loan Agreement**”, a copy of which has been produced to the meeting marked “A2” and signed by the chairman of the meeting for the purpose of identification) entered into between (i) Lau Yung, a 97% shareholder of the Vendor and (ii) the Purchaser whereby, subject to the terms and conditions therein, the Purchaser agreed to grant a loan facility of up to HK\$25,000,000 to Lau Yung which loan agreement is secured by (a) a share mortgage (“**Share Mortgage**”, a copy of which has been produced to the meeting marked “A3” and signed by the chairman of the meeting for the purpose of identification) to be entered into by Lau Yung and Fei Phillip, being all the shareholders of the Vendor, as chargor and the Vendor to charge the entire issued share capital in, and shareholders’ loan due and owing by, the Vendor in favour of the Purchaser to secure the obligations of Lau Yung under the Loan Agreement and (b) the deeds of guarantee (“**Guarantees**”, a copy of which has been produced to the meeting marked “A4” and signed by the chairman of the meeting for the purpose of identification) to be entered into by each of Yeung Tsoi San and Fei Phillip in favour of the Purchaser to secure the obligations of Lau Yung under the Loan Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purposes of or in relation to implementing, completing and giving effect to the Agreement, the Loan Agreement, the Share Mortgage and the Guarantees and the transactions contemplated thereunder including but not limited to the issue of the Consideration Shares and to agree to such variations of the terms of the Agreement as he/she may in his/her absolute discretion consider necessary or desirable.”

2. “**THAT**

- (a) the placing agreement (the “**Kingston Placing Agreement**”) dated 13 January 2011 entered into between the Company as issuer and Kingston Securities Limited as placing agent (as supplemented and amended by side letters made between the Company and the placing agent on 1 February 2011 and 23 May 2011) in relation to the placing on a best effort basis of a maximum of 2,941,000,000 new shares (the “**Kingston Placing Share(s)**”) of US\$0.001 each in the share capital of the Company at a placing price of HK\$0.17 per Kingston Placing Share, a copy of which has been produced to the meeting

marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Kingston Placing Shares, the allotment and issue of the Kingston Placing Shares to the relevant places pursuant to the Kingston Placing Agreement (the “**Kingston Placing Specific Mandate**”) be and is hereby approved and the Kingston Placing 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 8 June 2010 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;
- (c) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Kingston Placing Agreement and the Kingston Placing Specific Mandate and the transactions contemplated thereunder; and
- (d) in the event that completion of the Kingston Placing Agreement has not taken place before 30 September 2011 (the “**Kingston Placing Expiry Date**”), the authorization and approval granted under this resolution shall be revoked and shall expire on the Kingston Placing Expiry Date provided that nothing shall affect the Kingston Placing Agreement, the Kingston Placing Specific Mandate and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Kingston Placing Shares) in the event that any partial completion of the Kingston Placing Agreement has taken place before the Kingston Placing 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.”

3. “**THAT**

- (a) the placing agreement (the “**GDS Placing Agreement**”) dated 13 January 2011 entered into between the Company as issuer and Guangdong Securities Limited as placing agent (as supplemented and amended by side letters made between the Company and the placing agent on 1 February 2011 and 23 May 2011) in relation to the placing on a best effort basis of a maximum of 5,882,000,000 new shares (the “**GDS Placing Share(s)**”) of US\$0.001 each in the share capital of the Company at a placing price of HK\$0.17 per GDS Placing Share, a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the GDS Placing Shares, the allotment and issue of the GDS Placing Shares to the relevant places pursuant to the GDS Placing Agreement (the “**GDS Placing Specific Mandate**”) be and is hereby approved and the GDS Placing 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 8 June 2010 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;
- (c) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the GDS Placing Agreement and the GDS Placing Specific Mandate and the transactions contemplated thereunder; and
- (d) in the event that completion of the GDS Placing Agreement has not taken place before 30 September 2011 (the “**GDS Placing Expiry Date**”), the authorization and approval granted under this resolution shall be revoked and shall expire on the GDS Placing Expiry Date provided that nothing shall affect the GDS Placing Agreement, the GDS Placing Specific Mandate and the transactions contemplated thereunder (including but not limited to the allotment and issue of the GDS Placing Shares) in the event that any partial completion of the GDS Placing Agreement has taken place before the GDS Placing 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.”

4. “**THAT**

- (a) the creation and issue by the Company of non-interest bearing convertible redeemable notes (the “**Convertible Notes**”) in the maximum aggregate principal sum of HK\$500,000,000 due on the date falling upon the expiry of five 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 13 January 2011 (as supplemented and amended by side letters made between the Company and the placing agent on 1 February 2011 and 23 May 2011) (“**CN Placing Agreement**”) (a copy of which has been produced to this meeting marked “D” and signed 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 CN 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 CN 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 the Convertible Notes approved to be issued under paragraph (a) of this resolution up to the maximum aggregate principal sum of HK\$500,000,000 and to allot and issue such number of new shares (“**CN Placing Specific Mandate**”) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes on and subject to the terms and conditions of the CN Placing Agreement (as may be amended from time to time) and the CN Conditions. The CN Placing 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 8 June 2010 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 as he may in his discretion consider necessary, expedient or desirable to effect (i) the transactions contemplated under the CN 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 CN 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 Convertible Notes has not taken place in full before 30 September 2011 (the “**CN Placing Expiry Date**”), the authorization and approval granted under this resolution shall be revoked and shall expire by the end of the CN Placing Expiry Date provided that nothing shall affect the CN Placing Agreement, the CN Placing Specific Mandate and the transactions contemplated thereunder that has taken place on or before the CN Placing Expiry Date (including but not limited to the issue of the Convertible Notes under partial completion) and the transactions contemplated to take place after the CN Placing 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 Convertible Notes in issue on the CN Placing 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.”

SPECIAL RESOLUTIONS

5. “**THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Reorganised Shares (as defined below) and the compliance with the relevant procedures and requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies Act 1981 of Bermuda (the “**Companies Act**”) to effect the Capital Reorganisation (as defined below), with effect from the business day (not being a Saturday) immediately following the date on which this resolution is passed:
- (a) every 10 existing shares of US\$0.001 each in the issued share capital of the Company be consolidated into one share of par value US\$0.01 (the “**Consolidated Share**”) (the “**Share Consolidation**”);
 - (b) subject to and forthwith upon the Share Consolidation becoming effective, the par value of each issued Consolidated Share be reduced from US\$0.01 to US\$0.001 (the “**Reorganised Shares**”) by cancellation of US\$0.009 of the paid-up capital of each issued Consolidated Share (the “**Capital Reduction**”);
 - (c) subject to and forthwith upon the Share Consolidation and the Capital Reduction becoming effective, the entire amount standing to the credit of the share premium account of the Company as at the date of the Capital Reorganisation (as defined below) becomes effective be reduced and cancelled (the “**Share Premium Reduction**”);
 - (d) the credit arising from the Capital Reduction and the Share Premium Reduction in the books of the Company be credited to the contributed surplus account of the Company and be used to eliminate the accumulated losses of the Company as of the effective date of the Capital Reduction and the Share Premium Reduction, and the remaining balance (if any) be applied by the directors of the Company (the “**Directors**”) in accordance with the bye-laws of the Company from time to time and the Companies Act; and
 - (e) the Directors be and are hereby authorised to take all necessary actions, to do all things and acts and sign all documents which they consider necessary, desirable, or expedient to implement and effect the Share Consolidation, the Capital Reduction, and the Share Premium Reduction (collectively, the “**Capital Reorganisation**”).”

By Order of the Board
Fulbond Holdings Limited
Zhang Xi
Chairman

Hong Kong, 25 May 2011

*Head Office and principal place
of business in Hong Kong:*

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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 if he is holder of more than one Share, 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 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 17M 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 and in such event, the proxy shall be deemed to be revoked.

As at the date of this notice, the board of directors of the Company comprises seven executive directors, namely Mr. Zhang Xi, Ms. Catherine Chen, Mr. Chiu Kong, Mr. Yeung Kwok Yu, Mr. Kwan Kam Hung, Jimmy, Mr. Wah Wang Kei, Jackie and Mr. Chen Guanglin; and four independent non-executive directors, namely Mr. Hong Po Kui, Martin, Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying.