
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 stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Fulbond Holdings Limited** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

fulbond

福 邦 控 股

Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
CANCELLATION OF THE SUBSIDIARY SHARE OPTION SCHEME,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
2001 SHARE OPTION SCHEME,
AND
AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 3:00 p.m. on Friday, 23 May 2008, is set out on pages 16 to 22 of this circular. A form of proxy for use by the shareholders of the Company in respect of the AGM is also enclosed.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

30 April 2008

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Accompanying: Form of proxy for AGM

DEFINITIONS

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

“2001 Share Option Scheme”	the share option scheme of the Company adopted on 19 November 2001
“30% Overall Limit”	the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2001 Share Option Scheme and any other share option schemes of the Company stipulated in Note (2) to Rule 17.03(3) of the Listing Rules, being 30% of the Shares in issue from time to time
“AGM”	the annual general meeting of the Company to be held at Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 3:00 p.m. on Friday, 23 May 2008, notice of which is set out on pages 16 to 22 of this circular
“associate(s)”	the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Fulbond Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“connected person(s)”	the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	28 April 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 16 to 22 of this circular
“Participant(s)”	any executive or non-executive directors of the Group, any executives and employees of the Group and any other persons who, in the sole discretion of the Board, have contributed or will contribute to the Group
“PRC”	The People’s Republic of China (which, for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the relevant ordinary resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the 2001 Share Option Scheme and any other share option schemes of the Company stipulated in Note (1) to Rule 17.03(3) of the Listing Rules, namely, that such number shall not exceed 10% of the Shares in issue as at the date of the AGM
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	Wood Art International Corporation, a wholly-owned subsidiary of the Company
“Subsidiary Share Option Scheme”	the share option scheme adopted by the Subsidiary on 18 June 2004
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD



福 邦 控 股

Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

Executive Directors:

Zhang Xi (*Chairman*)

Zhang Huafang

Cai Duanhong

Catherine Chen (*Managing Director*)

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Hong Po Kui, Martin

Yam Tak Fai, Ronald

Wong Man Hin, Raymond

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

Unit 2805, 28/F., The Center,

99 Queen's Road Central,

Central, Hong Kong

30 April 2008

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
CANCELLATION OF THE SUBSIDIARY SHARE OPTION SCHEME,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
2001 SHARE OPTION SCHEME,
AND
AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to (a) present to the Shareholders information relating to the proposed grant of the General Mandates and the extension of the Issue Mandate to the Board, the proposed re-election of Directors, the cancellation of the Subsidiary Share Option Scheme, refreshment of the Scheme Mandate Limit in respect of the 2001 Share Option Scheme and the amendments to the Bye-Laws and in order to enable the Shareholders to make an informed decision on whether to vote for or against the related ordinary resolutions and special resolution to be proposed at the AGM; (b) give Shareholders notice of the AGM at which the necessary ordinary resolutions and special resolution will be proposed and the Shareholders will be asked to consider and, if thought fit, to approve the proposed grant of

LETTER FROM THE BOARD

the General Mandates, the extension of the Issue Mandate to the Board, the proposed re-election of Directors, the cancellation of the Subsidiary Share Option Scheme, proposed refreshment of Scheme Mandate Limit and the amendments to the Bye-Laws.

2. PROPOSED GENERAL MANDATES

At the AGM, the following ordinary resolutions will be proposed in relation to the General Mandates:

- (a) to grant the Issue Mandate to the Directors to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the ordinary resolution; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Directors believe that the granting of the Issue Mandate will provide flexibility and discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares to raise capital and that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

An explanatory statement, required by the Listing Rules, on the Repurchase Mandate is set out in appendix I to this circular. This contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution(s).

3. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with the Bye-Laws, Ms. Zhang Huafang, Mr. Cai Duanhong and Mr. Wong Man Hin, Raymond will retire as Directors by rotation and, being eligible, offer themselves for re-election in accordance with the Bye-Laws at the AGM. Particulars of their biographical details are set out in appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED CANCELLATION OF THE SUBSIDIARY SHARE OPTION SCHEME

At the AGM, an ordinary resolution will be proposed to cancel the Subsidiary Share Option Scheme. Since the date of its adoption in 2004, no option has been granted under the Subsidiary Share Option Scheme. As the Subsidiary does not intend to grant any option under the Subsidiary Share Option Scheme, the Board propose to cancel the Subsidiary Share Option Scheme.

5. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Directors also propose to seek the approval of Shareholders for refreshment of the Scheme Mandate Limit in respect of the 2001 Share Option Scheme.

As at the Latest Practicable Date, the total number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the 2001 Share Option Scheme is 888,810,000 Shares (representing approximately 9.7% of the Shares in issue). Unless the Scheme Mandate Limit is refreshed, the Company may only issue further options carrying the right to subscribe for 27,367,976 Shares which represent 0.3% of the Shares in issue without further approval by the Shareholders of the Company. The Directors consider that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the grant of further options under the 2001 Share Option Scheme.

The Company will seek approval from Shareholders in general meeting for refreshing the Scheme Mandate Limit under the 2001 Share Option Scheme. However, the total number of Shares which may be issued upon the exercise of all share options to be granted under the limit as refreshed must not exceed 10% of the relevant class of the Shares in issue as at the date of approval of the refreshed Scheme Mandate Limit and the 30% Overall Limit of the 2001 Share Option Scheme. In this connection, share options previously granted under the 2001 Share Option Scheme including options outstanding, cancelled, lapsed or exercised), will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

6. PROPOSED AMENDMENTS TO BYE-LAWS

In view of the recent amendments to the Companies Act, the Directors consider it desirable to make the following amendments to the Bye-Laws in order to comply with the Companies Act and also to comply with Appendices 3 and 13 of the Listing Rules:

- (a) Bye-Law 63 shall be amended by inserting the words “if one is appointed” after the words “Company or the chairman” in the first sentence of Bye-Law 63; by inserting the words “or if no such officer is appointed” after the words “willing to act as chairman” in the second sentence of Bye-Law 63; and by inserting the words “or (in the case of a Member being a corporation) by its duly authorized representative” after the words “Members present in person” in the third sentence of Bye-Law 63.

LETTER FROM THE BOARD

- (b) Bye-Law 66 shall be amended by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “on a show of hands unless” in the third sentence of Bye-Law 66.
- (c) Bye-Law 87(2) shall be amended by inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the words “Director shall be eligible for election” in the first sentence of Bye-Law 87(2).
- (d) Bye-Law 89(1) shall be amended by deleting the words “whereupon the Board resolves to accept such resignation” after the words “meeting of the Board” at the end of the first sentence of Bye law 89(1).
- (e) Bye-Law 127(1) shall be amended by deleting the words “a president and vice president or chairman and deputy chairman,” after the words “the Company shall consist of” in the first sentence of Bye-Law 127(1).
- (f) Bye-Law 127(2) shall be amended by deleting Bye-Law 127(2) in its entirety.
- (g) Bye-Law 129 shall be amended by deleting Bye-Law 129 in its entirety.
- (h) Bye-Law 148 shall be amended by deleting the words “and subject to Section 40(2A) of the Act” after the words “for the purposes of this Bye-Law” in the first sentence of Bye-Law 148.
- (i) Bye-Law 157 shall be amended by deleting the words “as soon as practicable convene a special general meeting to” after the words “the Directors shall” in the first sentence; and inserting the words “and fix the remuneration of the Auditor so appointed” at the end of the first sentence of Bye-Law 157.
- (j) Bye-Law 160 shall be amended by inserting the words “or the website of the Designated Stock Exchange” after the words “Company’s website” in the first sentence of Bye-Law 160.
- (k) Bye-Law 161(b) shall be amended by inserting the words “or the website of the Designated Stock Exchange” after the words “Company’s website” in the second sentence of Bye-Law 161(b).

Full details of the proposed amendments to the Bye-Laws are set out in the notice of AGM on pages 20 to 21 to this circular.

The Company has been advised that proposed amendments to the Bye-Laws are in compliance with the applicable requirements of the laws of Bermuda.

The Bye-Laws are available in English only and the Chinese translation of the amendments to the Bye-Laws provided in the notice of the AGM in the Chinese version is for reference only and has no legal effect. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

7. AGM

Notice convening the AGM is set out on pages 16 to 22 of this circular. A form of proxy for use by the Shareholders in respect of the AGM is also enclosed.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

8. PROCEDURES FOR DEMANDING A POLL

Pursuant to article 66 of the Bye-Laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the meeting; or
- (ii) at least three Shareholders present in person or by a duly authorized corporate representative (in the case of a Shareholder being a corporation) or by proxy for the time being entitled to vote at the meeting; or
- (iii) a Shareholder or Shareholders present in person or by a duly authorized corporate representative (in the case of a Shareholder being a corporation) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) a Shareholder or Shareholders present in person or by a duly authorized corporate representative (in the case of a Shareholder being a corporation) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (v) if required by the Listing Rules, any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the granting of the General Mandates, the extension of the Issue Mandate to the Board, the re-election of Directors, the cancellation of the Subsidiary Share Option Scheme, the refreshment of the Scheme Mandate Limit and amendment to the Bye-Laws are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all ordinary resolutions and special resolution as set out in the Notice.

Yours faithfully,
For and on behalf of the Board
Zhang Xi
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

I. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 9,197,779,755 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 919,777,975 fully paid-up Shares (representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution in the AGM) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or the Companies Act (as amended) to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of Shareholders in general meeting.

II. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares, which may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

III. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in its most audited accounts as at 31 December 2007, being its most recent published audited accounts) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

IV. SHARES REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

V. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2007		
April	0.137	0.088
May	0.270	0.101
June	0.265	0.170
July	0.219	0.130
August	0.202	0.095
September	0.145	0.097
October	0.140	0.053
November	0.113	0.075
December	0.123	0.080
2008		
January	0.107	0.068
February	0.107	0.076
March	0.107	0.066
April (up to the Latest Practicable Date)	0.088	0.075

VI. DIRECTORS' 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 Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

VII. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares or other securities to the Company or its subsidiaries.

No connected person(s) of the Company has notified the Company that he/she/it has any present intention to sell any Shares to the Company or undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

VIII. TAKEOVERS CODE

In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares (if the Repurchase Mandate is approved in the AGM) and assuming no further Shares are issued or repurchased by the Company prior to any 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 the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Zhang Xi (the executive Director), through his wholly-owned corporation, Civil Talent International Limited, held 2,092,826,000 Shares, representing approximately 22.75% of the existing issued share capital of the Company was the only substantial Shareholder (as defined under the Listing Rules) holding more than 10% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full, the interest of Civil Talent International Limited in the Company would be increased to approximately 25.28% of the issued share capital of the Company. Such increase is not expected to give rise to an obligation on the part of Civil Talent International Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Particulars of the retiring Directors subject to re-election at the AGM are set out as follows:

1. Ms. Zhang Huafang (“Ms. Zhang”), aged 34, appointed as an executive Director on 11 December 2006. She has extensive experience in investment in the PRC. Ms. Zhang and Mr. Cai Duanhong own a company in Xiamen, PRC, which is principally engaged in private investments in the PRC. Ms. Zhang studied in the University of Xiamen, PRC and majored in international trading during the period from 1991 to 1995. Ms. Zhang is a sister of Mr. Zhang Xi. Ms. Zhang did not hold any directorship of other listed public companies in the last three years.

Pursuant to the service agreement entered between the Company and Ms. Zhang on 11 December 2006, the term of the service agreement shall be for a term of three years and may be terminated by either party giving to the other party not less than three months’ written notice and the effective date shall be the date specified in the written notice. In addition to this, Ms. Zhang will be entitled to a directors’ fee of HK\$600,000 per annum and she may be entitled to discretionary bonuses which are conditional and limited to 1% of the profit after taxation and minority interests but before extraordinary items and exceptional items (before the deductions of any discretionary bonuses, remuneration and benefits) of the Group for a particular financial year. The service agreement provides for management bonus in respect of each financial year of the Company in an amount to be determined by the Board in its absolute discretion. Ms. Zhang’s emolument is determined by the Board with reference to her duties, responsibilities and contribution to the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Zhang did not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Ms. Zhang has also confirmed that there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that have brought to the attention of the Shareholders.

2. Mr. Cai Duanhong (“Mr. Cai”), aged 42, appointed as an executive Director on 11 December 2006. He has extensive experience in property development and investment in the PRC. Mr. Cai set up Smart Hero (HK) Investment Development Limited in Hong Kong in 2002 which is principally engaged in investments in property development, hotels and hospitals in the PRC. Mr. Cai is the husband of Ms. Zhang Huafang. Mr. Cai is the executive director of BEP International Holdings Limited, a company listed on the main board of Stock Exchange. Save as disclosed herein, Mr. Cai did not hold any directorship of other listed public companies in the last three years.

Pursuant to the service agreement entered between the Company and Mr. Cai on 11 December 2006, the term of the service agreement shall be for a term of three years and may be terminated by either party giving to the other party not less than three months’ written notice and the effective date shall be the date specified in the written notice. In addition to this, Mr. Cai will be entitled to a directors’

fee of HK\$600,000 per annum and he may be entitled to discretionary bonuses which are conditional and limited to 1% of the profit after taxation and minority interests but before extraordinary items and exceptional items (before the deductions of any discretionary bonuses, remuneration and benefits) of the Group for a particular financial year. The service agreement provides for management bonus in respect of each financial year of the Company in an amount to be determined by the Board in its absolute discretion. Mr. Cai's emolument is determined by the Board with reference to his duties, responsibilities and contribution to the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Cai did not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Cai has also confirmed that there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that have brought to the attention of the Shareholders.

3. Mr. Wong Man Hin, Raymond ("Mr. Wong"), aged 42, appointed as an independent non-executive Director on 11 December 2006. He is a member of American Institute of Certified Public Accountants, a Certified Management Accountant (CMA) and holds a certificate in financial management (CFM). Mr. Wong holds a bachelor degree in chemical engineering and a master degree in economics. Mr. Wong is an executive director and deputy chairman of Raymond Industrial Limited, a company listed on the main board of the Stock Exchange. Mr Wong is an independent non-executive director of BEP International Holdings Limited and Artfield Group Limited (both companies listed on the main board of the Stock Exchange). Mr Wong was an independent non-executive director of Era Information & Entertainment Limited (a company listed on the growth enterprise market of the Stock Exchange) during the period from August 2007 to February 2008. Save as disclosed above, Mr. Wong did not hold any directorships in any other listed public companies in the last three years.

Pursuant to the letter of appointment entered into between the Company and Mr. Wong dated 11 December 2006, the appointment is for a term of 3 years, and he will be entitled to a director fee of HK\$240,000 per year. Mr. Wong's emolument is determined on the basis of hours dedicated by him to attend and participate of the Company's meeting and business during the period. Mr. Wong is subject to retirement by rotation and re-election in accordance with the Bye-Laws.

As at the Latest Practicable Date, Mr. Wong did not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. He does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. Mr. Wong has confirmed that there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matter that have brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Fulbond Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Fulbond Holdings Limited (the “Company”) will be held at Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 3:00 p.m. on Friday, 23 May 2008 for the following purposes:

As Ordinary Business

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (individually, a “Director” and collectively, the “Directors”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2007;
2. To re-elect, each as a separate resolution, the following persons as Directors:–
 - (i) Zhang Huafang
 - (ii) Cai Duanhong
 - (iii) Wong Man Hin, Raymondand to authorise the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors and to authorise the Board to fix their remuneration;

As Special Business

4. To consider and, if thought fit, to pass, with or without modification, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “Share”) or securities

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convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorizations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) of this Resolution);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an exercise of the subscription rights under 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 or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
 - (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 in accordance with the bye-laws of the Company (the “Bye-Laws”) or a specific authority granted by the Shareholders in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

 - (aa) the conclusion of the next annual general meeting of the Company;

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- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.
- (f) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, Bermuda, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and

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(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”
6. **“THAT** conditional upon the passing of Resolutions 4 and 5 set out in notice of annual general meeting dated 30 April 2008 (the “AGM Notice”), the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 4 set out in the AGM Notice be and is hereby extended by the addition thereto of the aggregate nominal amount of the shares in the share capital of the Company which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 5 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”
7. **“THAT** the cancellation of the share option scheme of Wood Art International Corporation, a subsidiary of the Company (the “Subsidiary Scheme”) is hereby approved and the Directors of the Company be and are hereby authorised to execute all such documents and take such action as they deem appropriate to give effect to the cancellation of the Subsidiary Scheme.”
8. **“THAT** pursuant to Clause 8.3 of the share option scheme of the Company (“2001 Scheme”) adopted in 2001, the Scheme Mandate Limit (as defined in the Circular) under the 2001 Scheme be and is hereby refreshed so that (i) the total number of shares of US\$0.001 each (“Shares”) in the share capital of the Company which may be issued upon the exercise of all options to be granted under the 2001 Scheme under the limit as “refreshed” hereby shall not exceed 10 per cent. of the Shares in issue on the date of the passing of this resolution; (ii) options previously granted under the 2001 Scheme (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the 2001 Scheme) shall not be counted for the purpose of calculating the 2001 Limit as “refreshed” hereby and; (iii) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2001 Scheme shall not exceed 30% of the Shares in issue from time to time.”

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SPECIAL RESOLUTION

9. “**THAT** the bye-laws of the Company be amended in the following manner:

a. Bye-Law 63

by inserting the words “if one is appointed” after the words “Company or the chairman” in the first sentence of Bye-Law 63; by inserting the words “or if no such officer is appointed” after the words “willing to act as chairman” in the second sentence of Bye-Law 63; and by inserting the words “or (in the case of a Member being a corporation) by its duly authorized representative” after the words “Members present in person” in the third sentence of Bye-Law 63.

b. Bye-law 66

by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “on a show of hands unless” in the third sentence of Bye-Law 66.

c. Bye-Law 87(2)

by inserting the words “and shall continue to act as a Director throughout the meeting at which he retires” after the words “Director shall be eligible for election” in the first sentence of Bye-Law 87(2).

d. Bye-Law 89(1)

by deleting the words “whereupon the Board resolves to accept such resignation” after the words “meeting of the Board” at the end of the first sentence of Bye-law 89(1).

e. Bye-Law 127(1)

by deleting the words “a president and vice president or chairman and deputy chairman,” after the words “the Company shall consist of” in the first sentence of Bye-Law 127(1).

f. Bye-Law 127(2)

by deleting Bye-Law 127(2) in its entirety.

g. Bye-Law 129

by deleting Bye-Law 129 in its entirety.

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h. Bye-Law 148

by deleting the words “and subject to Section 40(2A) of the Act” after the words “for the purposes of this Bye-Law” in the first sentence of Bye-Law 148.

i. Bye-Law 157

by deleting the words “as soon as practicable convene a special general meeting to” after the words “the Directors shall” in the first sentence; and inserting the words “and fix the remuneration of the Auditor so appointed” at the end of the first sentence of Bye-Law 157.

j. Bye-Law 160

by inserting the words “or the website of the Designated Stock Exchange” after the words “Company’s website” in the first sentence of Bye-Law 160.

k. Bye-Law 161(b)

by inserting the words “or the website of the Designated Stock Exchange” after the words “Company’s website” in the second sentence of Bye-Law 161(b).

Hong Kong, 30 April 2008

By Order of the Board
Zhang Xi
Chairman

*Head office and principal place of
business in Hong Kong:*
Unit 2805, 28/F., The Center,
99 Queen’s Road Central,
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the notice of AGM is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the AGM. 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, Computershare Hong Kong Investor Services Limited at Shops 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 AGM.
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.

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4. Completion and return of this accompanying form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.
5. An explanatory statement containing further details regarding Resolution 5 above is set out in appendix I in this circular of which this notice of AGM forms part.
6. Particulars of the retiring Directors are set out in appendix II in this circular.
7. A form of proxy for use in connection with the AGM is enclosed and such form is also published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.fulbond.com).

As at the date of this notice, the Board comprises four executive Directors, namely Mr. Zhang Xi, Ms. Zhang Huafang, Mr. Cai Duanhong and Ms. Catherine Chen; and three independent non-executive Directors, namely Mr. Hong Po Kui, Martin, Mr. Yam Tak Fai, Ronald and Mr. Wong Man Hin, Raymond.